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# **SIOPE Statutes *Amendments 2015***





# **SIOPE Statutes - What has been updated**

- **Article 10 : Records**
- **Article 11: Number; Authority ( Article 11.2 & 11.3)**
- **Article 12: Term of Office on SIOPE Board of Directors**
- **Article 13: Officers (Article 13.1 & 13.2)**
- **Article 19: Appointment and Powers**



# SIOPE Statutes - Article 10: Records

## Before - Article 10 Records

Resolutions adopted by the General Assembly shall be recorded by the **Secretary General** in a register signed by the President and kept by the **Secretary General** or another person designated by the Board at the disposal of the Members. In the absence of the **Secretary General**, the President or person presiding over the meeting shall appoint someone else to serve as the secretary of the meeting.

## After - Article 10 Records

Resolutions adopted by the General Assembly shall be recorded by the **Chief Executive Officer** in a register signed by the President and kept by the **Chief Executive Officer** or another person designated by the Board at the disposal of the Members. In the absence of the **Chief Executive Officer**, the President or person presiding over the meeting shall appoint someone else to serve as the secretary of the meeting.



# SIOPE Statutes - Article 11: Number; Authority (Article 11.2 & 11.3)

## Before - Article 11.2 Number; Authority

The General Assembly shall decide on the size of the Board of Directors before holding an election. The General Assembly may not decrease the size of the Board of Directors if such decrease would shorten the term of a Board member already serving on the Board. Notwithstanding, **the Board of Directors may add up to two (2) seats to the Board of Directors above the number authorized by the General Assembly and fill such positions**, as described here below in Article 11.3 of these Articles of Association. These **two (2) seats shall not be counted** when determining the minimum and maximum limits mentioned in Article 11.1 of these Articles of Association.

## After - Article 11.2 Number; Authority

The General Assembly shall decide on the size of the Board of Directors before holding an election. The General Assembly may not decrease the size of the Board of Directors if such decrease would shorten the term of a Board member already serving on the Board. Notwithstanding, **the Board of Directors may add seats to the Board of Directors above the number authorized by the General Assembly and fill such positions**, as described here below in Article 11.3 of these Articles of Association. **These seats will not exceed the number of seats on the Board of Directors elected by the General Assembly and shall be counted** when determining the minimum and maximum limits mentioned in Article 11.1 of these Articles of Association.



# SIOPE Statutes - Article 11: Number; Authority (Article 11.2 & 11.3)

## Before - Article 11.3 Number;Authority

Except as otherwise provided in this Article, members of the Board of Directors shall be elected by the General Assembly, in accordance with the criteria and procedure set forth in the Internal Rules of the Association.

Notwithstanding the preceding, **the Board may create and fill up to two (2) positions on the Board of Directors to represent interests not otherwise represented on the Board of Directors.**

## After - Article 11.3 Number;Authority

Except as otherwise provided in this Article, members of the Board of Directors shall be elected by the General Assembly, in accordance with the criteria and procedure set forth in the Internal Rules of the Association.

**The Clinical Research Council of the Association elects a Chair and Vice-Chair, who shall automatically be members of the Board of Directors and counted within the minimum and maximum limits mentioned in Article 11.1 of these Articles of Association.** Notwithstanding the preceding, the Board may create and fill up **additional positions** on the Board of Directors to **run projects, platforms or programmes** or represent interests not otherwise represented on the Board of Directors.



# SIOPE Statutes - Article 12: Term of Office on SIOPE Board of Directors

## Before - Article 12 Term of Office on SIOPE Board of Directors

Except as otherwise stated in Article 13.2 of these Articles of Association, **members of the Board of Directors shall be elected or appointed for a term of two (2) years, renewable for only two (2) consecutive terms of two (2) years.** A member of the **Board of Directors having served three (3) terms, or a total of six (6) years, must therefore leave the Board of Directors for at least one (1) year before being eligible again for election as a member of the Board of Directors, unless he or she is elected as President-Elect during his or her second or third consecutive term in office. Any person having served one year of a term of office shall be considered as having served the entire term.**

## After - Article 12 Term of Office on SIOPE Board of Directors

Except as otherwise stated in Article 13.2 of these Articles of Association, **members of the Board of Directors shall be elected or appointed for a term of three (3) years, renewable for only one (1) consecutive term of three (3) years.** A member of the **Board of Directors having served two (2) terms, or a total of six (6) years, must therefore leave the Board of Directors for at least one (1) year before being eligible again for election as a member of the Board of Directors, unless he or she is elected as President-Elect during his or her second or third consecutive term in office. Any person having served one year of a term of office shall be considered as having served the entire term.**



# SIOPE Statutes - Article 13: Officers (Article 13.1 & 13.2)

## Before - Article 13.1 Officers

The Board of Directors shall have the following Officers: a President and a Treasurer as well as a President-Elect or a Past-President. The Board of Directors may also appoint a **Secretary General** in accordance with Article 19 of these Articles of Association. These Officers shall serve both for the Board of Directors and for the General Assembly and shall be considered the Officers of the Association. The Board of Directors may create such other positions, as it deems necessary and appropriate, and fill such positions from among its members or otherwise. Unless otherwise expressly provided at the time of selection or election or in Article 13.2 of these Articles of Association, each officer shall serve a **term of two (2) years**, coinciding with her or his term on the Board of Directors.

## After - Article 13.1 Officers

The Board of Directors shall have the following Officers: a President and a Treasurer as well as a President-Elect or a Past-President. The Board of Directors may also appoint a **Chief Executive Officer** in accordance with Article 19 of these Articles of Association. These Officers shall serve both for the Board of Directors and for the General Assembly and shall be considered the Officers of the Association. The Board of Directors may create such other positions, as it deems necessary and appropriate, and fill such positions from among its members or otherwise. Unless otherwise expressly provided at the time of selection or election or in Article 13.2 of these Articles of Association, each officer shall serve a **term of three (3) years**, coinciding with her or his term on the Board of Directors.



# SIOPE Statutes - Article 13: Officers (Article 13.1 & 13.2)

## Before - Article 13.2 Officers

In accordance with the procedures set out in the Internal Rules of the Association, **the General Assembly shall elect the President-Elect**, who shall serve in such capacity for a term of two (2) years before automatically becoming the President of the Board and serving in such capacity for a subsequent term of three (3) years before automatically becoming the Past-President for one year. **When a person is elected by the Board of Directors or the General Assembly to serve as the President-Elect**, she or he is automatically deemed to be elected as a member of the Board of Directors for a term of six (6) years, notwithstanding the limits stated in Article 12 of these **Statutes**. Except as otherwise provided in this Article, the **other officers of the Board of Directors shall be elected by and among the members of the Board of Directors for a term of two (2) years.**

## After - Article 13.2 Officers

In accordance with the procedures set out in the Internal Rules of the Association, **the Board of Directors nominates at least one candidate for President-Elect who will be proposed to the General Assembly for election as President-Elect. Election will be run in accordance with the procedures set out in the Internal Rules of the Association. The person elected as the President-Elect** shall serve in such capacity for a term of two (2) years before automatically becoming the President of the Board and serving in such capacity for a subsequent term of three (3) years before automatically becoming the Past-President for **(1)** one year. **The President-Elect shall therefore automatically be** a member of the Board of Directors for a term of six (6) years, notwithstanding the limits stated in Article 12 of these **Articles of Association**. Except as otherwise provided in this Article, **the other officers of the Board of Directors shall be elected by and among the members of the Board of Directors for a term of three (3) years.**





# SIOPE Statutes – Article 19: Appointment and Powers

## Before - Article 19 Appointment and Powers

19.1. The Board of Directors may appoint a **Secretary General**, who may be either a natural person or a legal entity. The Board of Directors may at any time change the title of the person serving in this function. If one is appointed, the **Secretary General** shall carry out her, his or its functions until her, his or its dismissal by the Board of Directors or her, his or its resignation. Removal or resignation of the **Secretary General** shall terminate that individual's or legal entity's capacity to participate in governance, committees, programs, operations, or other operations of the Association, unless otherwise provided by the Board of Directors in writing.

19.2. If a **Secretary General** is appointed in accordance with Article 19.1 above, the duties of the **Secretary General** shall be established by the Board of Directors and may include the power to manage the daily affairs and business of the Association as well as to represent the Association as needed in order to implement such daily management powers. The **Secretary General** shall report to the Board of Directors, at such times as the Board of Directors, in its sole discretion, may designate, on the activities, programs, and expenses of the Association.

## After - Article 19 Appointment and Powers

19.1. The Board of Directors may appoint a **Chief Executive Officer**, who may be either a natural person or a legal entity. The Board of Directors may at any time change the title of the person serving in this function. If one is appointed, the **Chief Executive Officer** shall carry out her, his or its functions until her, his or its dismissal by the Board of Directors or her, his or its resignation. Removal or resignation of the **Chief Executive Officer** shall terminate that individual's or legal entity's capacity to participate in governance, committees, programs, operations, or other operations of the Association, unless otherwise provided by the Board of Directors in writing.

19.2. If a **Chief Executive Officer** is appointed in accordance with Article 19.1 above, the duties of the **Chief Executive Officer** shall be established by the Board of Directors and may include the power to manage the daily affairs and business of the Association as well as to represent the Association as needed in order to implement such daily management powers. The **Chief Executive Officer** shall report to the Board of Directors, at such times as the Board of Directors, in its sole discretion, may designate, on the activities, programs, and expenses of the Association.



# SIOPE Statutes – Article 19: Appointment and Powers

## Before - Article 19 Appointment and Powers

19.3. If appointed, the **Secretary General** shall be authorized to act in the interests of the Association with the aim of carrying out the effective activities of the Association within the limits of those rights and obligations entrusted to her, him or it by the Board of Directors. The **Secretary General** may, in her, his or its discretion, appoint and remove persons in all non-managerial staff positions, provided that all budgetary or other limits established by Board of Directors are respected. The **Secretary General** may, in her, his or its discretion, appoint and remove persons in managerial staff positions, subject to the Board of Directors' approval.

19.4. If appointed, the **Secretary General** may attend all General Assembly and Board of Directors meetings, in her, his or its capacity as **Secretary General**, in an *ex-officio* non-voting capacity, unless otherwise desired by the Board of Directors. The **Secretary General** shall serve as the **Secretary General** for all meetings of the General Assembly and the Board of Directors. The Board of Directors is free to decide to hold meetings for attendance exclusively by Members of the Association or members of the Board of Directors. Removal or resignation of a **Secretary General** terminates that individual's capacity to attend any General Assembly or Board of Directors meeting without the express written permission of the Board of Directors.

## After - Article 19 Appointment and Powers

19.3. If appointed, the **Chief Executive Officer** shall be authorized to act in the interests of the Association with the aim of carrying out the effective activities of the Association within the limits of those rights and obligations entrusted to her, him or it by the Board of Directors. The **Chief Executive Officer** may, in her, his or its discretion, appoint and remove persons in all non-managerial staff positions, provided that all budgetary or other limits established by Board of Directors are respected. The **Chief Executive Officer** may, in her, his or its discretion, appoint and remove persons in managerial staff positions, subject to the Board of Directors' approval.

19.4. If appointed, the **Chief Executive Officer** may attend all General Assembly and Board of Directors meetings, in her, his or its capacity as **Chief Executive Officer**, in an *ex-officio* non-voting capacity, unless otherwise desired by the Board of Directors. The **Chief Executive Officer** shall serve as the **Chief Executive Officer** for all meetings of the General Assembly and the Board of Directors. The Board of Directors is free to decide to hold meetings for attendance exclusively by Members of the Association or members of the Board of Directors. Removal or resignation of a **Chief Executive Officer** terminates that individual's capacity to attend any General Assembly or Board of Directors meeting without the express written permission of the Board of Directors.



# SIOPE Statutes – Article 19: Appointment and Powers

## Before - Article 19 Appointment and Powers

19.5. No provision in these Articles of Association prohibits a natural person or a legal entity that is also a member of the Board of Directors from being appointed and serving as the **Secretary General**. In the event that a member of the Board of Directors is also appointed to serve as **Secretary General**, procedures described in the Internal Rules shall be followed to avoid conflicts of interests and the minutes of meetings shall record, where possible, the capacity in which the person is acting at meetings.

## After - Article 19 Appointment and Powers

19.5. No provision in these Articles of Association prohibits a natural person or a legal entity that is also a member of the Board of Directors from being appointed and serving as the **Chief Executive Officer**. In the event that a member of the Board of Directors is also appointed to serve as **Chief Executive Officer**, procedures described in the Internal Rules shall be followed to avoid conflicts of interests and the minutes of meetings shall record, where possible, the capacity in which the person is acting at meetings.



## ■ SIOPE Statutes – Article 19: Appointment and Powers

### Before - Article 19 Appointment and Powers

19.6. In the event that a legal entity is appointed as the **Secretary General**, the legal entity shall be responsible for ensuring that the services to be rendered as **Secretary General** are performed in a professional manner that meets the satisfaction of the Board of Directors. The legal entity may call on the expertise and skills of one or more persons on or outside its staff to help perform the services required of the **Secretary General**, and if permitted under an agreement between the legal entity and the Board of Directors, may call on the expertise and skills of one or more persons on or outside its staff to help perform the services required of other staff positions of the Association. The legal entity may likewise designate one or more persons as the primary persons responsible for performing the tasks required and for sharing the responsibilities inherent in the position of **Secretary General**, including the daily management responsibilities. In the event that two or more persons share such responsibilities, the Board of Directors of the Association may provide guidance to the legal entity on how the tasks should be shared between such persons as well as the title that these persons should bear when acting in their functions for the Association.

### After - Article 19 Appointment and Powers

19.6. In the event that a legal entity is appointed as the **Chief Executive Officer**, the legal entity shall be responsible for ensuring that the services to be rendered as **Chief Executive Officer** are performed in a professional manner that meets the satisfaction of the Board of Directors. The legal entity may call on the expertise and skills of one or more persons on or outside its staff to help perform the services required of the **Chief Executive Officer**, and if permitted under an agreement between the legal entity and the Board of Directors, may call on the expertise and skills of one or more persons on or outside its staff to help perform the services required of other staff positions of the Association. The legal entity may likewise designate one or more persons as the primary persons responsible for performing the tasks required and for sharing the responsibilities inherent in the position of **Chief Executive Officer**, including the daily management responsibilities. In the event that two or more persons share such responsibilities, the Board of Directors of the Association may provide guidance to the legal entity on how the tasks should be shared between such persons as well as the title that these persons should bear when acting in their functions for the Association.



## ■ SIOPE Statutes – Article 19: Appointment and Powers

### Before - Article 19 Appointment and Powers

19.7. All references to “**Secretary General**” in these Articles shall refer to the natural person or legal entity appointed to perform the responsibilities described in Articles 10, 14.4, 15, and 19 of these Articles of Association. In the event that a legal entity is appointed as **Secretary General**, the legal entity shall decide who shall act on its behalf in the performance of these functions and shall ensure all notices regarding such appointment are filed with the court and published in the Moniteur belge, to the extent legally required.

### After - Article 19 Appointment and Powers

19.7. All references to “**Chief Executive Officer**” in these Articles shall refer to the natural person or legal entity appointed to perform the responsibilities described in Articles 10, 14.4, 15, and 19 of these Articles of Association. In the event that a legal entity is appointed as **Chief Executive Officer**, the legal entity shall decide who shall act on its behalf in the performance of these functions and shall ensure all notices regarding such appointment are filed with the court and published in the Moniteur belge, to the extent legally required.