

**« EUROPEAN SYNCHROTRON AND FREE ELECTRON LASER USER
ORGANISATION »**

International non-profit association
at 7000 Mons, rue du Rossignol, 1.

The year two thousand and twenty-one on twelve July

In front us, Maître Antoine HAMAIDE, associated notary at the residence of Mons (first canton), exercising his function in "SRL < Antoine HAMAIDE et Elise CORNEZ, Notaires associés >", having its registered office at 7000 Mons, Rue des Telliers 4.

HAVE CONSIDERED THE SUBMISSIONS OF:

1. Mrs BITTENCOURT Carla;
2. Mr MARIANI Carlo;
3. Mr PIETSCH Ulrich;
4. Mr LOGAN Derek;
5. Mr C. FEITERS Martin;
6. Mrs JABLONSKA Krystyna;
7. Mr MCGUINNESS Cormac;
8. Mrs FROIDEVAL Annick;
9. Mr Ryszard SOBIERAJSKI,

Proxies

The founder members appearing under 2) to 9) are represented here by Mrs. BITTENCOURT Carla.

The said founders have requested us to draw up the articles of an international non-profit association (A.I.S.B.L.), which they declare to constitute between themselves, in accordance with the Belgium Code of Companies and Associations, the articles of association are as follows

Title 1: *Name and registered office address*

Article 1 - Name

An international non-profit association is created under the name "**European Synchrotron and Free Electron Laser User Organisation**", abbreviated to "ESUO"

It will hereinafter be referred to as 'the Association'.

The Association is governed by the provisions of the Companies and Association Code (Book 10 – Belgium).

It will come into force from the date of publication of the Royal Decree recognising it in the Annexes to the Moniteur Belge.

Article 2 – Registered office

The registered office of the Association is located at the University of Mons – Rue du Rossignol 1 in 7000 Mons, Belgium.

The registered office may be changed by the decision of the Executive board.

Title 2: Purpose

Article 3 - Objectives

As defined in its vision and mission statements, the purposes of the non-profit ESUO Association are:

- to support and grow a thriving European Synchrotron Radiation (SR) and Free Electron Laser (FEL) user community in Europe, particularly involving newcomer scientists;
- to represent the interests and needs of all Users of the SR & FEL facilities in Europe and countries associated with the European Union (hereafter named European SR & FEL facilities);
- to support facilities in ensuring equal access for Europe-based scientists based solely on the scientific merit of beamtime proposals;
- to enable strategies for transnational access by European and associated scientists;
- to strengthen cooperation with national SR & FEL user organisations, other user organisations and bodies;
- to promote the use of SR and FEL in underrepresented scientific fields;
- to foster contacts with users in widening and European neighbour countries, and to share knowledge and expertise about SR and FEL base techniques;
- to develop and suggest improvements for advanced techniques/beamlines to SR and FEL facilities;
- to promote the sharing of best practices across SR & FEL related research to disseminate societal-relevant results and promote outreach on SR & FEL research;
- to promote the formation of Special or General Interest Groups in any area of SR & FEL scientific activities;
- to promote gender balance in the user community.

Article 4

The ESUO Association can accomplish all acts directly or indirectly related to its stated purposes. It can lend its assistance and take interest in any activity related to its purpose.

Article 5 - Duration

The Association is established for an unlimited period.

Article 6 – Transfer of the registered office outside Belgium

The registered office of the Association may be transferred elsewhere than in Belgium by decision of the Executive board, provided that such transfer is ratified at the next General Assembly by a vote under the conditions specified for an amendment of the articles in the statutes of the Association.

Title 3: Members

Article 7

7.1: ESUO is constituted by National User Organisations (NUO) possessing a legal entity and, for Countries where either a National User Organisation does not exist or the existing NUO is not a legal entity, by other legal Users Organisations or Users Bodies that can be considered to represent the SR & FEL Users (e.g. Facility User Organisation or equivalent, Research Council, or Academy of Sciences, or relevant Funding Agencies, etc.).

Article 8

8.1: The admission of new a member country is to be discussed and approved by the General Assembly, through a simple majority of votes. Any application for admission implies adherence to these Articles of Association.

8.2: The resignation of a member country is subject to a formal request to the General Assembly from the representative organisation of that country and will be formalized at the next General Assembly meeting.

Title 4: National User Delegates

Article 9

9.1: Each member country is represented by National User Delegates. The number of delegates per national delegation is proportional to the size of its user community, as it follows: 1 delegate (for countries having a national SR and FEL user community of less than 100 users), 2 delegates (for countries having a national SR and FEL user community comprised between 101 and 499 users), 3 delegates (countries having a national SR and FEL user community of more than 499 users).

9.2: National User Delegates must have an official mandate issued by the legal body as defined in Article 7. All active mandates are to be lodged with ESUO and form part of the official documents of the Association. Any extension of the mandate, or transfer of a mandate to a new delegate, requires the approval of the President in writing and official documents to be updated accordingly.

Article 10 – Rights and obligations

10.1: Members of the Association shall have the right to

- Be involved in the activities of the Association
- Participate actively with voting rights in the General Assembly;
- Propose items for inclusion in the provisional agenda of the General Assembly;
- Access to the documents of the General Assembly;
- Propose candidates for the Board of Directors;
- Promote the dissemination of information and activities of the Association at national level;
- Submit proposals to the Executive board;
- Use the logo of the Association;

10.2. All members of the Association are obliged to:

- 1) Pay the annual membership fee;
- 2) Commit themselves to the objectives of the Association as described in the previous articles;
- 3) To comply with the provisions of the articles in the present statutes of the Association.

10.3 All members shall refrain from any individual or collective action which would conflict with the interests of the Association and promote the interests of the Association at the international level.

All members shall refrain from any activity or discussion of a religious nature.

Article 11 - Resignation and exclusion

The resignation of a member country shall be subject to a formal request by that member to the General Assembly and shall be formalised at the next ordinary meeting of the General Assembly.

Any member whose behaviour is contrary to the objectives or spirit of the Association may be expelled. The expulsion of a member shall be decided by the General Assembly proposed by the Executive Board or of by at least one/fifth (1/5) of the members.

The General Assembly shall decide on expulsion by a two-thirds (2/3) majority of the members present or represented and entitled to vote.

A member whose proposal for expulsion is to be discussed by the Assembly has the right to be heard. Expulsions must be notified by e-mail with acknowledgement of receipt.

Members who are not up to date with the payment of their membership fees may not exercise their right to vote. Their other rights as members of the Association, including the corresponding benefits, are also suspended until they have paid all arrears.

Unless otherwise decided by the Executive board, members shall be deemed to have resigned on January first if they have not paid their dues for the previous two years.

Title 5: Membership fees

Article 12 - Resources of the Association

The resources of the Association shall include

- a) Membership fees, entrance fees, donations and income generated by the Association's meetings, events and publications;
- b) Individual contributions to the operating costs of the committees;
- c) Grants and subsidies from governments and any other body.

The Association may also be financed by donations and grants on the occasion of major meetings, conferences, workshops and gatherings of the NUO (National User Organisation), as well as by support from national and international organisations.

Article 13 - Annual Dues

An Annual fee will be established and reviewed annually by the General Assembly. Free contributions and donations to the Association are welcomed.

The annual fees for the different categories of members shall be determined by the General Assembly for the coming year.

The fees are payable annually.

They are automatically due in full on the first of January of each year for all persons who are members on that date, or on the date of admission of persons or companies joining during the year.

Membership fees are not refundable, regardless of when a member loses membership.

Title 6 General Assembly

14.1 Composition

The General Assembly is composed of all the members of the Association represented by the national user delegate of the SR & FEL users.

14.2 Functions

The General Assembly possesses the powers that are recognized by law or the present statutes of the Association. In particular, it has the following competences:

- to make modifications to the statutes;
- to appoint and remove members of the Executive Board;
- to approve the budgets and accounts;
- to voluntarily dissolve the Association;
- to admit and retire/exclude National User Delegates.

The General Assembly may establish working groups (WGs) dedicated to specific activities e.g. to scientific/disciplinary and/or technical basis. These should be aligned to the vision and mission statements of the Association as defined in Article 3. Results of WG activities shall be reported to the General Assembly. Inactive WGs shall be dissolved by the General Assembly.

The General Assembly of the National User Delegates elects the Executive Board and the President. The election will be overseen by an electoral commission composed of three (3) delegates nominated by the General Assembly. Potential electoral candidates cannot be part of the electoral commission.

The intention is that these elections shall be performed during an in-person General Assembly meeting but if this is not possible, by classified e-voting under proper e-voting regulations.

In exceptional circumstances, the General Assembly can dissolve the Executive Board with a simple majority of votes cast in an extraordinary meeting if the meeting brings together at least two thirds of the registered member countries in person.

Any "motion of no-confidence" in the President can be considered at any Association meeting. The President will be removed from office if 80% of all registered member countries support the no-confidence motion in an extraordinary meeting.

14.3: The General Assembly meets at least once per year (Annual Meeting) preferably, but not necessarily, in person; meetings may also be held as teleconferences. At the Annual Meeting, the General Assembly discusses with the Executive Board the ongoing work and situation of the

Association, proceeds to the election of the Executive Board and/or President if relevant, and approves the draft budget and accounts.

14.4: The Association may be convened at an Extraordinary General Assembly Meeting with a specific agenda at any time at the direction of Executive Board and/or upon any written request signed by at least five (5) member countries.

14.5: Each meeting will be held at the date, time and place specified in the notice sent by electronic means.

Article 15 - Convening

The General Assembly is convened by the Executive Board by a communication addressed to each National User Delegate at least three months before the meeting and is signed by the President on behalf of the Executive Board. The agenda prepared by the President and the Executive Board must be known at least fifteen (15) days before the meeting.

All National User Delegates and observers are welcome to suggest topics for the agenda to be discussed at the General Assembly. Any extra items to be included on the agenda must be signed by at least five (5) member countries and received by the secretary fifteen (15) days before the proposed meeting.

Matters not formally included on the agenda can be discussed in the General Assembly meeting with the unanimous consent of all member countries present.

Article 16

16.1: Each member country delegation holds only one vote irrespective of the number of National User Delegates.

Article 17

17.1: Each National User Delegate has the right to attend the General Assembly. If a National User Delegate cannot attend the meeting, that member country may be represented by a National User Delegate from another member country, or a substitute from that country if represented by only 1 NUD. Any such arrangement shall be communicated to the President in writing, and the Executive Board informed on this arrangement before the start of the meeting. A National User Delegate can represent a maximum of two (2) other members and vote on their behalf.

17.2: The General Assembly is chaired by the President or their designated nominee which would normally be the vice-President (vice-P).

17.3: Representatives of external stakeholders including, but not limited to facilities, research organisation and relevant industries may participate in General Assembly meetings as observers but will not have voting rights.

Article 18

18.1: Resolutions are approved by a simple majority of the votes from member countries present or represented, except where otherwise provided by law or by the articles of statutes of the Association. For the calculation of the majorities, the member countries who abstain from the vote are considered as being absent, except exceptions provided for by the present Statute.

18.2: In the event of a tied vote, the President or his/her designated nominee holds the casting vote.

18.3: The quorum for a General Assembly meeting is 50% of the registered member countries being present or represented.

Article 19

19.1: The General Assembly can deliberate on amendments to the articles of the statutes of the Association only if the proposed changes are indicated explicitly in the agenda of the General Assembly meeting and if the meeting brings together at least two thirds of the member countries (either in

person or through nominated representatives). Any changes would be approved with a simple majority of votes cast.

19.2: General Assembly meetings discussing amendments to the Articles of the Association can be held via a teleconference if needed.

19.3: Any modification of the articles of statutes of the Association must be filed at the registry of the commercial court of the Association's registered office.

19.4: The General Assembly may pronounce the dissolution of the Association only under the conditions as those relating to the modification of the articles of the statutes of the Association, but the decision must be taken with a majority of two thirds of the member countries and the meeting must be held in person.

19.5: If the number of member countries is reduced to seven or in case of insolvency then the Association is automatically dissolved in line with Article 33.

Article 20

20.1: The decisions of the General Assembly are to be recorded in the meeting minutes signed by the President and the Secretary of the meeting. These minutes are to be kept electronic and accessible to all National User Delegates who can take copies and request electronic extracts.

20.2: The minutes and General Assembly decisions will be sent by electronic means to all National User Delegates and interested third parties within three (3) months of a General Assembly meeting.

Title 7: Executive Board

Article 21

21.1: The Association is to be administered by an Executive Board composed of seven member countries *excluding* the member country of the President. The Executive Board should fully represent the diversity of the community and include at least one National User Delegate who is a representative of the FEL community. The intention is to achieve gender parity on the Executive Board and positive actions towards gender balance should be pursued vigorously by the Executive Board and the President.

Article 22

22.1: Executive Board members will be directly elected from the General Assembly using a simple majority. Elections will be overseen by the current President. Any National User Delegate can volunteer as a candidate for election to the Executive Board or can be suggested by other delegates but must in all cases voluntarily agree to be a candidate. The election of the president is covered separately in Article 27.

22.2: Terms of office for the Executive Board will be four (4) years with a maximum consecutive term of eight (8) years.

22.3: Where there are nominees for the Executive Board from the same country member, only the nominee with the most votes will be eligible to the Executive Board.

22.4: If an Executive Board member resigns or has his/her mandate revoked; the General Assembly shall perform an extraordinary election for the vacant Executive Board position at the earliest possible opportunity. The successful candidate will complete the term of office of the Executive Board member he/she replaces. In such cases the newly elected Executive Board member will be entitled to sit on the Executive Board for a further period of eight (4) years (maximum 8) from the date of the next ordinary election.

Article 23

23.1: From amongst the Executive Board members the President shall appoint a Secretary (S) and treasurer (T) and propose a vice-President with the intention that these roles will be filled for the duration of the Executive Board member's term. If the Secretary is unable to act, his/her duties and powers shall be exercised by another member of the Executive Board as indicated by the President.

Article 24

24.1: The Executive Board must meet at least three times per year, in person or by teleconference and be chaired by the President or his /her designated nominee (which is intended to be the vice-president). The quorum for any Executive Board meeting is four (4). Decisions shall be taken by a simple majority of votes cast by the Executive Board members present. In the event of a tie, the president (or his/her designated nominee) holds the casting vote.

Article 25

25.1: The Executive Board has the broadest powers according to the present statutes to ensure effective administration and management of the Association.

25.2: It may establish a Secretariat, if compatible with the available budget.

25.3: The day-to-day management tasks are performed by one or more members of the Executive Board, or even by a third-party or National User Delegates whom the Executive Board may designate for this purpose.

Article 26

26.1: Members of the Executive Board do not contract, by reason of their function, any personal obligation and are only responsible for the execution of their mandate.

Title 7: The President and the vice-President

Article 27

27.1: The President is elected for a period of four (4) years by the General Assembly with a maximum consecutive term of eight (8) years, with the exception of the very first mandate after establishment of this Association which may be a maximum consecutive term of 10 years (6 years + 4 years).

27.2: The President can be from any member country irrespective of the composition of the Executive Board.

27.3: The election of the President normally occurs two (2) years after the election of the Executive Board.

Article 28

28.1: The President shall propose a vice-President from amongst the Executive Board members which will be endorsed through a simple majority of the Executive Board members and communicated to the rest of the General Assembly within 3 months of the relevant Executive Board meeting.

28.2: If the President is absent their duties shall normally be performed by the vice-President. In extraordinary cases the duties of the President will be performed by a member of the Executive Board directly assigned by the President in writing.

28.3: If the President resigns or has his/her mandate revoked, the Executive Board shall be chaired by the vice-President. The General Assembly shall perform an extraordinary election for the vacant position of President at the earliest possible opportunity. The successful candidate will complete the term of office of the President he/she replaces. In such cases the newly elected President member will be entitled to serve for a further period of eight (8) years from the date of the next Presidential election.

Article 29

29.1: The President represents ESUO and its activities. He/she maintains and fosters contacts with the SR and FEL user facilities and with the European and national organisations.

29.2: The President chairs the Executive Board.

29.3: The President convenes, together with the Executive Board, the General Assembly meetings and reviews National User Delegate mandates.

Title 9: Internal Regulations – Rules of Procedure

Article 30

Potential conflicts of interests must be stated and recorded explicitly at the start of any meeting of the Association.

Article 31

Additional internal regulations may be presented by the Executive Board to the General Assembly. Amendments to these by-laws may be approved by a General Assembly with a simple majority of the country members present or represented.

Title 10: Miscellaneous provisions

Article 32

32.1: The financial year begins on January 1st and ends on December 31st.

32.2: At the end of each financial year, a statement detailing the income and expenditure shall be submitted by the Executive Board for approval at the next General Assembly meeting. This approval discharges the Treasurer of the Executive Board.

32.3: For the Annual meeting of the General Assembly a draft budget for the current year shall be drawn up by the Executive Board and submitted for approval of the General Assembly. This will include the budget of current receipts and expenses for the period between January 1st and the date of publication.

Article 33 - Dissolution

A proposal to dissolve the Association may be made by the Executive board or by more than half of the members.

The General Assembly approves the proposal for dissolution by a two-thirds majority of the members present.

In the event of dissolution of the Association in one country and reestablishment in another country, the assets and liabilities of the Association shall be transferred to the new Association.

In the event of dissolution of the Association, the General Assembly will designate the liquidator(s), determine their powers and indicate the allocation to be given to any social assets.

In all cases of voluntary or judicial dissolution, at any time, or by any cause whatever, the net assets of the dissolved Association shall be assigned for non-profit purpose. Likewise, all members shall assume their responsibilities in equal parts at the time of dissolution. The allocation of the net assets shall be determined by the General Assembly and shall correspond as closely as possible to the purposes of the Association.

Article 34

Anything that is not provided for explicitly in these statutes is regulated by the Belgium “code des sociétés et associations”.

Article 35

ESUO will strictly follow the European GDPR rules.

Title 11: Temporary provisions

The founders, represented as stated above, unanimously take the following decisions, which will only become effective from the day the Association acquires legal personality, namely the day of publication of the Royal Decree recognising the Association as currently constituted:

Financial year: The first financial year will begin on the day of publication of the said Royal Decree and will end on 31 December 2021.

First meeting: The first General Assembly will be held before end of 2022.

Executive board: The founders unanimously decide that the Executive board will be composed provisionally of the following members pending the first General Assembly:

1. Mrs BITTENCOURT Carla;
2. Mr MARIANI Carlo;
3. Mr LOGAN Derek;
4. Mr C. FEITERS Martin;
5. Mrs JABLONSKA Krystyna;
6. Mr MCGUINNESS Cormac;
7. Mrs FROIDEVAL Annick;
8. Mr Ryszard SOBIERAJSKI,

That declare they accept. The Executive board shall, if necessary and within the legal time limit take over the commitments entered into on behalf of the Association in formation.

Their term of office will end after the first ordinary general meeting.

Commissioner

Taking into account the legal criteria, the founders decide not to appoint a statutory auditor.

President

The founders unanimously decide to provisionally appoint as President of the Association:
Mr PIETSCH Ulrich.

The President appoints as vice-President:
Mrs. JABLONSKA Krystyna

The President appoints as secretary:
Mr MARIANI Carlo

The President appoints as Treasurer:
Mrs FORIDEVAL Annick

They declare to accept. Their term of office will end after the first ordinary general meeting.