

**International Association of Sedimentologists IVZW**  
International Non Profit Association  
Krijgslaan 281  
9000 Ghent  
BE 0665.946.471 - RPR Ghent (department Ghent)

**English version of the coordinated Statutes of September 2023**

**HISTORY**

- On 14 June 2016, the international Association was incorporated by notarial deed in front of notary Jeroen Parmentier in Ghent. On this occasion, the Statutes were drafted.
- On 18 September 2016, the international Association acquired legal personality following royal decree.
- The deed of incorporation and the Statutes were published in the Annexes to the Belgian State Gazette on 24 November 2016 with number 16161596, providing the international Association with company number 0665.946.471.
- The Statutes of the international Association were thereafter modified by the General Assembly on the following dates:
  - 26 January 2020, filed on 20 May 2020 and published in the Annexes of the Belgian Official Gazette of 2 June 2020 with number 20062186.
  - 29 September 2023, filed on 19 February 2024 and published in the Annexes of the Belgian Official Gazette of 21 February 2024 with number 24363607.

**TEXT OF THE STATUTES**

**Preliminary concepts**

In these Statutes, the following terms are to be interpreted as follows:

- *Annual General Assembly*: means the meeting held by the General Assembly within 6 months after the end of the previous financial year, as further described in Article 16 of these Statutes.
- *Annual Membership Fee*: means the annual fee to be paid by the Members in accordance with Article 10 of these Statutes.
- *Association*: means the Association identified in Article 1 of these Statutes, which is governed by these Statutes and applicable laws.

- *Bureau*: consists of the President, Treasurer, and General Secretary.
- *Chairperson*: means the individual chairing a General Assembly in accordance with Article 14 of these Statutes.
- *Council of Management*: means the management body of the Association as defined in Article 22 of these Statutes.
- *Council of Supervision*: means the supervisory body of the Council of Management, which may be set up by the General Assembly, as defined in Article 30 of these Statutes.
- *Editor-in-Chief*: means a member of the Council of Management in accordance with Article 22 of these Statutes.
- *Editor of the Special Publications*: means a member of the Council of Management in accordance with Article 22 of these Statutes.
- *General Assembly*: means the highest governing body of the Association as defined in Article 12 of these Statutes.
- *General Secretary*: means a member of the Council of Management in accordance with Article 22 of these Statutes.
- *Honorary Members*: means the Honorary Members as defined in Article 6 of these Statutes.
- *Members*: means the Ordinary Members, Honorary Members, and Student Members.
- *Member Entitled to Vote*: means the Members that are entitled to vote in accordance with Article 12 of these Statutes.
- *Ordinary Members*: means the Ordinary Members as defined in Article 7 of these Statutes.
- *Past-President*: means a member of the Council of Management in accordance with Article 22 of these Statutes.
- *President*: means a member of the Council of Management in accordance with Article 22 of these Statutes.
- *Student Members*: means the Student Members as defined in Article 8 of these Statutes.
- *Treasurer*: means a member of the Council of Management in accordance with Article 22 of these Statutes.
- *Vice-President*: means a member of the Council of Management in accordance with Article 22 of these Statutes.

- *4-Yearly General Assembly*: means the General Assembly held every International Sedimentological Congress, as further described in Article 17 of these Statutes.

## **Title I: Legal form, name, registered office, neutral purpose of international benefit, object, and duration**

### **Article 1. Legal form, name, and identification of the Association**

The Association is an international non-profit association governed by the provisions of the Code of companies and associations of 23 March 2019.

The name of the Association is 'INTERNATIONAL ASSOCIATION OF SEDIMENTOLOGISTS', abbreviated as 'IAS'. The full and abbreviated name of the Association may be used separately.

This name, the legal form, in full or abbreviated, the full address of the registered office, the company number, the reference to the register of legal entities, and the competent court according to the registered office, where appropriate: the e-mail address and website of the Association and, where appropriate, the fact that the Association is in liquidation, shall be used in all deeds, invoices, notices, announcements, and other documents issued by the Association.

### **Article 2. Registered office**

The registered office of the Association is located in the Flemish Region.

The Council of Management can, by ordinary decision, move the registered office to any other location in the Dutch-speaking or bilingual part of the country of Belgium, in compliance with the language legislation. The Council of Management shall ensure that any change in the registered office of the Association is published in the Annexes to the Belgian Official Gazette. An amendment of the Statutes is not required, unless the registered office is transferred to another Region. In such a case, the Council of Management is authorized to decide on the amendment of the Statutes, as long as the language of the statutes does not need to be changed.

### **Article 3. Neutral purpose of international benefit and object**

#### **3.1. Neutral purpose of international benefit of the Association**

The neutral purpose of the Association is to facilitate and promote scientific knowledge in the field of sedimentology and to promote the study of sedimentology in the broadest possible international context.

#### **3.2. Object: activities of the Association**

In pursuit of its neutral purpose, the activities of the Association include:

- a. to publish, discuss, and compare scientific research in sedimentology;
- b. to encourage the exchange of scientific research results in sedimentology, in particular involving international cooperation;
- c. to promote integration with other scientific disciplines.

In order to carry out the abovementioned activities, the Association may take any and all initiatives that directly or indirectly relate thereto to help achieve them or would be necessary, useful or desirable for the furtherance or accomplishment of the neutral purpose of the Association, as interpreted in the broadest sense.

The Association is authorized, in addition, to carry out profitable activities insofar as they are in line with the activities defined above and are ancillary to these in nature, and provided that any profits generated are fully attributed to the achievement of the neutral purpose and object pursued by the Association.

The Association may not directly or indirectly distribute or provide any monetary benefit to Members, members of either Council, or any other person, except for its neutral purpose.

#### **Article 4. Duration**

The Association is formed for an undefined period.

### **Title II: Membership**

#### **Article 5. Members**

The Association distinguishes between three (3) categories of Members: Honorary Members, Ordinary Members, and Student Members (collectively referred to as the '**Members**').

The number of Members is unlimited but shall be at least three.

Membership of the Association is open to any private individual, whether Belgian or non-Belgian. When becoming a Member, the new Member agrees with the following requirements:

They

- a. support the neutral purpose and object of the Association;
- b. are active in the areas relevant to the neutral purpose and object of the Association;
- c. promise to adhere to these Statutes and to the Standing Rules, Code of Conduct, and the decisions of the Council of Management;
- d. have been approved by the Bureau, in accordance with the rules stated below in Article 9; and
- e. meet the conditions of one of the categories of membership described below in Articles 6 to 8.

The Council of Management shall maintain a register in which the names, addresses, and e-mail addresses of all Members shall be recorded. Each Member shall provide their address and e-mail address to the Council of Management, which shall keep the register up to date.

Members are expected to contribute to the success of the Association in many ways, including but not limited to the following:

- a. by encouraging appropriate individuals within their organizations to participate in the work and decision making of the Association;

- b. by contributing to the scientific programme of the International Sedimentological Congress and avoiding the organization of competing scientific events in the year of the International Sedimentological Congress; and
- c. by helping to promote the International Sedimentological Congress and other events sponsored by the Association among their colleagues and through their communication channels.

The Council of Management shall be authorized to attach additional obligations to the membership. Such obligations require the approval of the General Assembly.

#### **Article 6. Honorary Members**

Membership as an Honorary Member can be awarded by the Council of Management to persons who meet the membership criteria defined in Article 5, on the basis of their contributions to the Association and to the subject of sedimentology.

#### **Article 7. Ordinary Members**

Membership as an Ordinary Member is open to persons who meet the membership criteria defined in Article 5.

#### **Article 8. Student Members**

Membership as a Student Member is open to persons who meet the membership criteria defined in Article 5 and are enrolled as an undergraduate, master's, or PhD student at a higher education institute.

Student Members are required to produce proof of their student status by means of a certificate of enrolment or by means of a statement provided by their supervisor.

#### **Article 9. Admission of Members**

Each application for Ordinary Member or Student Member shall be addressed to the Bureau. The Bureau shall select candidates for honorary membership.

The Bureau shall decide on each application for membership at its own discretion. It is not required to provide grounds for its decision with respect to admission or refusal.

#### **Article 10. Annual Membership Fee**

Ordinary Members and Student Members shall pay an Annual Membership Fee.

Honorary Members do not pay an Annual Membership Fee.

The amount payable shall be set by the Council of Management on an annual basis.

The Council of Management may under special circumstances grant full or partial exemption from the obligation to pay an Annual Membership Fee.

## **Article 11. Resignation and termination of membership**

Membership shall end automatically upon the death or the loss of legal capacity of the Member concerned.

Each Member may resign from the Association at any time provided that a registered e-mail is sent to the Council of Management and a notice period of two (2) weeks is observed.

The Council of Management can terminate the membership of a Member with immediate effect in case the Member:

- a. has not paid the Annual Membership Fee within one (1) month after having received due notice; or
- b. breaches the Statutes, the Standing Rules, or the Code of Conduct of the Association; or
- c. acts against the interest of the Association in an unreasonable manner.

Members who resigned or of whom the membership has been terminated and their legal successors cannot claim any part of the assets or net worth of the Association and, consequently, can never claim a refund or compensation for any payments or contributions made.

Members who resigned or of whom the membership has been terminated, except for termination because of death, shall be responsible for the Annual Membership Fee for the calendar year during which they cease to be a Member.

## **Title III: General Assembly**

### **Article 12. Composition of the General Assembly**

The General Assembly shall be the highest governing body of the Association and shall consist of the Members.

All Members shall be authorized to attend and address the General Assembly. The Chairperson shall decide on the admission of other persons to the meetings of the General Assembly.

A Member shall only be entitled to vote if they have been a Member in good standing for the previous four (4) years, including the current year (hereinafter referred to as a '**Member Entitled to Vote**').

### **Article 13. Powers of the General Assembly**

The General Assembly shall be empowered and have the ultimate authority to:

- a. appoint and dismiss the members of the Council of Management;
- b. appoint and dismiss the members of the Council of Supervision, if any;
- c. approve the annual accounts, the annual report, and the budget and accounts for the coming financial year presented by the Council of Management;
- d. amend the Statutes;
- e. dissolve and liquidate the Association;

- f. appoint and dismiss the statutory auditor;
- g. determine the remuneration to be paid to the statutory auditor;
- h. discharge the members of the Council of Management and/or the statutory auditors from liability; and
- i. approve the vision, mission, and definition of values of the Association, as proposed by the Council of Management.

#### **Article 14. Organization, notification, and agenda of the meetings of the General Assembly**

Each General Assembly is organized by the Council of Management and chaired by the President or, if they are not available, by a Vice-President (hereinafter referred to as the 'Chairperson'). The Treasurer shall act as teller and the General Secretary shall act as secretary of the General Assembly.

The notification of a General Assembly including the agenda shall be sent by the Council of Management to all Members via e-mail and/or through the IAS Newsletter at least two (2) weeks before the date of the relevant meeting.

Members Entitled to Vote have the right to add additional items to the agenda provided that such a request is made by at least fifty (50) Members Entitled to Vote within one (1) week from the date of the notification.

The General Assembly may only discuss items that are on the agenda, unless all Members Entitled to Vote are present or represented at the General Assembly and unanimously decide otherwise.

The General Assembly shall meet at any place, in Belgium or abroad, indicated in the notification of the meeting.

The General Assembly can be held completely or partially physically, by electronic means (e.g., video conference), or by written resolutions. In the latter case, all decisions must be taken unanimously by the Members Entitled to Vote. Unanimous written decisions of the Members Entitled to Vote are not possible for a decision to amend the Statutes. The Council of Management shall decide upon the conditions of the meeting and will communicate these in the notification of the meeting. In case of remote electronic participation to the General Assembly, the Council of Management shall ensure compliance with legal requirements.

Members of the Bureau cannot participate in the General Assembly by electronic means, except in case of force majeure.

#### **Article 15. Voting by the General Assembly**

Each Member Entitled to Vote has one vote in the General Assembly.

The Members Entitled to Vote may appoint another Member Entitled to Vote to represent them at the General Assembly, provided that they can produce a written proxy. A Member Entitled to Vote cannot represent more than one other Member Entitled to Vote by proxy.

The Members Entitled to Vote may also cast their vote through a (electronic) voting form, attached to the notification. The completed voting form needs to be provided to the Council of Management at the latest three (3) days before the date of the General Assembly.

Members Entitled to Vote who have provided the completed voting form in time shall be deemed to be validly represented at the General Assembly.

In principle, the resolutions of the General Assembly shall be adopted by a simple majority of the votes cast by the Members Entitled to Vote who are present or represented.

This principle does not apply to:

- a. the dismissal of members of the Council of Management or of the Council of Supervision (Article 20 of these Statutes);
- b. an amendment to the Statutes (Article 33 of these Statutes); or
- c. the voluntary winding-up of the Association (Article 34 of these Statutes)

In the event of a tie, the vote of the Chairperson shall be the deciding vote.

Blank votes and invalid votes shall be regarded as not having been cast.

#### **Article 16. Annual General Assembly**

A General Assembly shall be held at the registered office of the Association within six (6) months after the end of the previous financial year.

The agenda of this General Assembly (the '**Annual General Assembly**') shall include at least the following items:

- a. Approval of an annual report issued by the Council of Management with respect to the activities carried out over the past year;
- b. Approval of the accounts relating to the past year and the accounts and budget for the coming year; and
- c. Discharge of the members of the Council of Management and of the statutory auditor.

#### **Article 17. 4-Yearly General Assembly**

A General Assembly shall be held at each International Sedimentological Congress (the '**4-Yearly General Assembly**'), which takes place approximately every four (4) years.

The agenda of the 4-Yearly General Assembly shall include the following items:

- a. Election of the members of the Council of Management for the next 4 years; and
- b. Election of the members of the Council of Supervision, if any, for the next 4 years.

#### **Article 18. Extraordinary General Assembly**

An Extraordinary General Assembly shall be held whenever required by circumstances or by law, whenever it is in the interest of the Association or whenever the Council of Management considers it appropriate and in any case when one-fifth of the Members Entitled to Vote make such a request.

In the case that the Extraordinary General Assembly is held upon request by one-fifth of the Members Entitled to Vote, the Council of Management shall comply with such a request within one (1) month.



**Article 19. Appointment of the members of the Council of Management and the Council of Supervision**

In preparation of the 4-Yearly General Assembly, the Council of Management proposes a list of Members who qualify for election for a mandate in the Council of Management and, if any, the Council of Supervision for the next four (4) years.

When preparing a list, the conditions with respect to the composition of the Council of Management and the Council of Supervision, as discussed in Articles 22 and 30 of these Statutes, must be taken into account.

The full list of Members proposed for the Council of Management and, if any, for the Council of Supervision for the next four (4) years shall be sent to the Members at least one (1) year before the next 4-Yearly General Assembly.

Members of the Association may propose alternative lists for a complete Council of Management and, if any, Council of Supervision to the Council of Management up to six (6) months before the 4-Yearly General Assembly. Such an alternative list shall be signed by at least fifty (50) Members Entitled to Vote and shall be approved in writing by the nominees mentioned therein.

If no alternative list has been proposed, the list proposed by the Council of Management shall be adopted by a simple majority of the votes cast by the Members Entitled to Vote present or represented.

If an alternative list has been proposed, a vote shall be taken at the 4-Yearly General Assembly, and the list receiving the majority of the votes shall form the new Council of Management and, if any, Council of Supervision.

In the case that the mandate of a member of the Council of Management or Council of Supervision becomes vacant before the next 4-Yearly General Assembly and the Association cannot function properly without this member of the Council of Management or the Council of Supervision, the Council of Management shall either organize an Extraordinary General Assembly or add the matter to the agenda of the next Annual General Assembly in order to appoint a replacing Council of Management or Council of Supervision member. In the meantime, the Council of Management may appoint an interim Council of Management member to carry out the duties related to the vacant position.

**Article 20. Dismissal and resignation of the members of the Council of Management and the Council of Supervision**

One or more or all members of the Council of Management or the Council of Supervision may be dismissed by the General Assembly.

The General Assembly can only decide to dismiss one or more or all members of the Council of Management or the Council of Supervision if two-thirds of the Members Entitled to Vote are present or represented at the General Assembly and, in addition, two-thirds of the Members Entitled to Vote present or represented agree with the dismissal. If the number of Members Entitled to Vote present or represented does not amount to two-thirds, the Council of Management shall call an Extraordinary General Assembly in order to deliberate validly,

irrespective of the number of Members Entitled to Vote present or represented, provided that a two-third majority agrees with the dismissal.

Members of the Council of Management may resign from the Council of Management provided that an e-mail is sent to the Council of Management and a notice period of two (2) months is observed.

The mandate of a member of the Council of Management shall end automatically:

- a. upon termination of their membership of the Association; or
- b. upon the loss of the free disposal of their assets.

#### **Article 21. Minutes of the General Assembly**

The minutes of the General Assembly shall be signed by the Chairperson and the General Secretary and entered into a register that is kept at the registered office of the Association.

Each Member has the right to inspect the minutes.

### **Title IV: Administration**

#### **Article 22. Composition of the Council of Management**

The Association shall be governed by a Council of Management consisting of at least eight (8) members. The Council of Management is charged with the management of the Association, calls the General Assembly, and is responsible for its organization.

In the Council of Management, at least the following positions shall be filled:

- a. a President;
- b. a Past-President;
- c. one or more Vice-Presidents;
- d. a General Secretary;
- e. a Treasurer;
- f. one or more Editors-in-Chief of the periodical 'Sedimentology';
- g. one or more Editors-in-Chief of the periodical 'The Depositional Record'; and
- h. one or more Editors of the Special Publications and/or other periodicals of the Association.

Only Ordinary Members or Honorary Members can be appointed as members of the Council of Management. Members of the Council of Supervision cannot be members of the Council of Management.

At least one (1) Vice-President shall be elected from the country in which the next International Sedimentological Congress is to be held.

Except for the President and the Past-President, Members of the Council of Management may be reelected in the same function, for a second term only. The President shall serve the following term as Past-President.

In principle, members of the Council of Management exercise their mandate unremunerated.

### **Article 23. Powers of the Council of Management**

The Council of Management is responsible for the good management of the Association.

The Council of Management acts as the petitioner or respondent in all and any legal proceedings and decides whether or not to resort to legal recourse.

The Council of Management has the broadest powers of administration and management over the Association, except for the powers reserved to the General Assembly. The Council of Management shall primarily be responsible for defining the strategy and policies of the Association and shall act in governing the Association in all areas where the General Assembly does not have exclusive authority, including, but not limited to, the following:

- a. proposing the vision, mission, and definition of values of the Association for approval to the General Assembly;
- b. determining the overall strategic direction and policy of the Association in line with such vision and mission;
- c. identifying the activities to be performed by the Association;
- d. determining the overall plan and budget; and
- e. preparing the annual accounts to be presented to the General Assembly.

If a Council of Supervision has been set up, before taking a decision, the Council of Management shall ask the Council of Supervision for preliminary nonbinding advice when:

- a. determining the overall strategic direction and policy of the Association;
- b. ethical issues arise; and
- c. at least three (3) members of the Council of Management request to receive a preliminary advice of the Council of Supervision.

In the event that a member of the Council of Management has an interest that conflicts with the interest of the Association with respect to a specific item on the agenda, that member shall notify the Council of Management thereof, preferably prior to deliberation and, at the latest, prior to voting.

The Council of Management is authorized to draw up Standing Rules, containing, in any case, provisions regarding the General Assembly, meetings of the Bureau, and meetings of the Council of Management and the Council of Supervision. The most recent version of the Standing Rules is dated 5 March 2024.

### **Article 24. Organization, notification, and agenda of the meetings of the Council of Management**

The Council of Management meets as often as necessary, but at least twice a year, as well as whenever at least three (3) members of the Council of Management consider it appropriate.

The meetings are called by the General Secretary, after agreement with the President. Notification of a meeting of the Council of Management, including the agenda, shall be

communicated by e-mail to all members of the Council of Management and, if any, the Council of Supervision at least one (1) month before the date of the relevant meeting.

The meetings of the Council of Management are chaired by the President or, if they are not available, by a Vice-President. The Treasurer acts as teller and the General Secretary acts as secretary of the Council of Management.

Each member of the Council of Management has the right to add additional items to the agenda within two (2) weeks of the date of the agenda.

The Council of Management may only discuss items that are on the agenda unless all members of the Council of Management are present or represented at the meeting and decide unanimously otherwise.

The Council of Management meets at the registered office of the Association or at any other place, in Belgium or abroad, indicated in the notification of the meeting.

Council of Management meetings may be held completely or partially physically, by electronic means (e.g., video conference) or by written resolutions. The General Secretary decides, after agreement with the President, on the conditions of the meeting and communicates these in the notification of the meeting.

#### **Article 25. Voting by the Council of Management**

The Council of Management may only take valid decisions if the majority of the members of the Council of Management are present or represented.

Each member of the Council of Management has one vote.

Decisions shall be taken by a simple majority.

If the meeting is held by written resolutions, such written resolutions shall only be adopted by unanimous vote.

In the event of a tie, the vote of the President or their appointed deputy shall be the deciding vote, unless in the case of a secret vote. In the latter case, in the event of a tie, the Council of Management shall be deemed not to have taken any decision.

A member of the Council of Management may appoint another member of the Council of Management to represent them at a meeting of the Council of Management provided that such other member of the Council of Management can produce a written proxy. A member of the Council of Management cannot represent more than one other member of the Council of Management by proxy.

The members of the Council of Management may also cast their vote through a voting form, attached to the notification of the meeting of the Council of Management. The completed voting form needs to be provided to the General Secretary at the latest three (3) days before the date of the Council of Management meeting. Members of the Council of Management who have provided the completed voting form in time shall be deemed to be validly represented at the Council of Management meeting.

## **Article 26. Minutes of the Council of Management**

Each meeting of the Council of Management shall be recorded in minutes to be signed by the President and the General Secretary, or their respective appointed deputy, and entered into a register kept at the registered office of the Association.

Each member of the Council of Management has the right to inspect the minutes.

## **Article 27. Daily management of the Association**

The Bureau will be charged with the daily management of the Association.

In accordance with article 10:10, second paragraph of the Code of companies and associations, acts of daily management include both those acts and decisions which do not go beyond the daily needs of the Association and those which, either for reasons of their lesser importance or because of their urgent nature, do not justify the intervention of the Council of Management.

The General Secretary shall also handle the correspondence of the Association.

The Treasurer shall keep the accounts and is responsible for managing the funds of the Association.

Certain daily routine affairs may be delegated to the relevant member of the Council of Management.

## **Article 28. Representation of the Association**

The Council of Management represents the Association in all of the Association's relations with third parties, before the courts, and in official deeds.

Irrespective of the general representation power of the Council of Management, the Association can also be validly represented by three members of the Council of Management acting jointly or by the President and one other member of the Council of Management acting jointly.

Within the framework of the daily management, the Association shall also be validly represented by the Treasurer and the General Secretary acting jointly or by the President acting individually.

With respect to financial transactions, the Treasurer is authorized to sign alone insofar as a transaction or a series of related transactions does not exceed an amount of € 50,000.00.

Furthermore, the Council of Management may grant to one or more persons, whether or not a Member or a member of the Council of Management, general or restricted powers to represent the Association on a continuing basis or for a specific purpose. The Council of Management may also grant a title to such persons.

## **Article 29. Committees**

The Council of Management may set up committees as it may reasonably deem necessary to the fulfilment of its duties. The Council of Management shall determine the composition, duties, powers, and working procedures of the committees.

## **Article 30. The Council of Supervision**

The General Assembly may decide to set up a Council of Supervision, acting as a supervisory body of the Council of Management.

With respect to the matters as described in Article 23, the Council of Supervision shall provide its preliminary nonbinding advice to the Council of Management.

The Council of Supervision shall be informed about the activities of the Council of Management on a continuing basis. The members of the Council of Supervision shall receive the agenda of Council of Management meetings in advance and the minutes of Council of Management meetings as soon as they have been completed.

Members of the Council of Supervision have the right to participate in Council of Management meetings without having a voting right. If the President or at least three (3) members of the Council of Management deem it appropriate, expenses incurred by members of the Council of Supervision in participating in Council of Management meetings may be refunded.

The Council of Supervision consists of six (6) experienced Ordinary or Honorary Members. Members of the Council of Management cannot be appointed as members of the Council of Supervision. No more than one (1) member of the Council of Supervision will reside in the same country.

Each member of the Council of Supervision has one vote in the Council of Supervision meetings.

The Council of Supervision shall meet whenever advice is requested by the Council of Management.

Council of Supervision meetings are called by the President. Notifications of a Council of Supervision meeting, including the agenda, shall be communicated to all Council of Supervision and Council of Management members at least two (2) months before the date of the relevant meeting by e-mail.

The Council of Supervision may only decide on items that are on the agenda.

The Council of Supervision shall meet at any place, in Belgium or abroad, indicated in the notification of the meeting.

The Council of Supervision meeting can be held completely or partially physically, by electronic means (e.g., video conference) or by written resolutions. The President decides on the conditions of the meeting and communicates these in the notification of the meeting.

The Council of Supervision deliberates on the terms of its advice. Adoption of an opinion requires a simple majority of the votes cast by the members of the Council of Supervision

present or represented. Members of the Council of Supervision voting against the advice will be given the opportunity to draft a dissenting opinion.

## **Title V: Accounts and budgets**

### **Article 31. Financial year, budgets, and accounts**

The financial year of the Association runs from 1 July until 30 June of the next year.

Annually, within six (6) months after the end of the financial year, subject to an extension of such period by the General Assembly on the basis of special circumstances, the Council of Management shall prepare the annual accounts and the annual report. The Council of Management shall make these documents available at the offices of the Association for inspection by the Members and submit these to the General Assembly for approval.

The Council of Management shall prepare the budget and the accounts for the coming financial year and submit these to the General Assembly for approval.

Approval of the annual accounts shall not be considered as granting discharge to members of the Council of Management. The resolution to grant discharge to members of the Council of Management shall be adopted separately.

Accounts of the Association that are approved by the Annual General Assembly after having received the report of the statutory auditor are published in the newsletter of the Association. Accounts of the Association that are approved by the 4-Yearly General Assembly are published in a periodical or the newsletter of the Association.

### **Article 32. Audit**

A statutory auditor shall be appointed.

The statutory auditor is appointed by the General Assembly from amongst the Members, private individuals, or legal entities, of the Belgian Institute of Company Auditors (Institut des Réviseurs d'Entreprises/Instituut van de Bedrijfsrevisoren).

The statutory auditor is appointed for a renewable period of three (3) years.

## **Title VI: Amendments to the Statutes and dissolution**

### **Article 33. Amendments to the Statutes**

The General Assembly can only decide to amend the Statutes if two-thirds of the Members Entitled to Vote are present or represented at the General Assembly and, in addition, two-thirds of the Members Entitled to Vote present or represented agree to a modification of the Statutes.

If the number of Members Entitled to Vote present or represented at the General Assembly does not amount to two-thirds, the Council of Management shall call a second General Assembly meeting in order to deliberate validly, irrespective of the number of Members

Entitled to Vote present or represented, provided that a two-third majority agrees to the amendment.

An amendment to the Statutes that modifies

- the powers, method of convening, decision-making of the General Assembly;
- the conditions under which decisions of the General Assembly are announced to the Members;
- the conditions for amending the Statutes; or
- the conditions for dissolution and liquidation of the Association and the neutral purpose to which the Association, upon its dissolution, must allocate the assets

should be established by authentic deed by a public notary.

An amendment of the Statutes that modifies the precise description of the neutral purpose pursued by the Association and of the activities to which the Association is subject requires approval by Royal Decree.

#### **Article 34. Dissolution**

Subject to any winding-up ordered by the court or occurring *ipso jure*, the General Assembly may only decide to wind up the Association if two-thirds of the Members Entitled to Vote are present or represented at the General Assembly and, in addition, eighty (80) percent of the Members Entitled to Vote present or represented agree to a voluntary winding-up of the Association.

If the number of Members Entitled to Vote present or represented at the General Assembly does not amount to two-thirds, a second General Assembly meeting shall be called in order to deliberate validly, irrespective of the number of Members Entitled to Vote present or represented, provided that an eighty (80) percent majority agrees to the voluntary winding-up.

In the case of voluntary winding-up, the General Assembly or, in its absence, the competent courts of the jurisdiction ('arrondissement') in which the registered office of the Association is established, shall appoint one or more liquidators. It shall also determine their powers as well as the terms and conditions of the liquidation.

In the event of dissolution, the assets of the Association remaining after settlement of debts shall be disposed of exclusively to or for the benefit of one or more organizations established and operating exclusively for a neutral purpose similar to those of the Association as the beneficiary or beneficiaries.

### **Title VIII: Final provisions**

#### **Article 35. Publications**

The journals 'Sedimentology', 'The Depositional Record', and 'Basin Research' are the scientific publications of the Association. They are edited by the respective Editor(s)-in-Chief assisted by a respective editorial board appointed by the Editor(s)-in-Chief in consultation with the Council of Management. The content of the journals is determined by the respective



Editor(s)-in-Chief in line with the policy set by the Council of Management. Articles for the journals should be written in the English language.

Special publications shall be published from time to time. These are the responsibility of the Editor(s) of the Special Publications. Publication shall be finally decided on by the Council of Management.

A newsletter shall inform the Members about the activities of the Association, sedimentological activities in various countries, and future meetings of the Association. It is edited by the General Secretary.

The Council of Management may decide to have additional journals, whether or not jointly with other associations and organizations.

Members shall not receive any printed or electronic publication of the Association other than the newsletter before their Annual Membership Fees has been received by the Association.

### **Article 36. Regional correspondents**

Regional correspondents shall be appointed by the President in consultation with the General Secretary.

Regional correspondents shall be Ordinary or Student Members. They shall inform the General Secretary of sedimentological activities and assist in promoting sedimentology and recruiting Members within their specified region.

The mandate of the regional correspondents terminates at each 4-Yearly General Assembly. Regional correspondents are eligible for reappointment for one additional term only.

### **Article 37. Language**

The official language of the Association is the Dutch language and its working language is the English language.

These Statutes have been drafted in the Dutch language. A free English language translation is attached to the present deed for information purposes only. In the event of any discrepancies or inconsistencies between these language versions, the Dutch version shall prevail.

The Standing Rules and Code of Conduct are available in the English language only and may be consulted on the website of the IAS.

### **Article 38. Applicable law**

All that is not expressly dealt with or provided for in the present Statutes shall be governed by the applicable provisions of Belgian law with respect to international not-for-profit associations, by the internal rules, if any, and by relevant practices.

Consequently, the provisions of the said law, from which no exception has been lawfully made herein, shall be deemed included herein by reference, and any provisions of these

Statutes that are contrary to mandatory provisions of the said law shall be deemed non-applicable.