



**UES - ESU  
UNION EUROPEENNE DE SYSTEMIQUE  
EUROPEAN UNION FOR SYSTEMICS**

**TITLE I – The undersigned founding members,**

**L'AFSCET France  
AIRS Italy  
SESGE Spain  
S&O Belgium,**

represented by their respective Chairpersons,  
have agreed to form a Not-for-Profit Association and have established the following  
articles of incorporation :

**Title II – Name – Location – Purpose – Duration**

**Art. 1 – Name of Association**

The Association shall assume the name "Union Européenne de Systémique -  
European Union of Systemics," a not-for-profit organization (NPO).  
The Association retains the right to use the abbreviated name "UES-EUS" on all legal  
papers, invoices, announcements, publications and other documents produced by  
the Association.

**Art. 2 – Location of Association**

The Association is located in Brussels.  
The Association is based in the.... judiciary district. All the documents prescribed by  
NPO legislation shall be kept on file at the registry of the Court of Commerce of the  
above-mentioned judiciary district.

**Art. 3 - Purpose of Association**

The general purpose of the UES-EUS is to encourage the development of  
Systemics and to coordinate pan-European activities by the following means :

- By encouraging research in systemics theory and applications throughout Europe;
- By developing, cross-examining, exchanging, sharing and promoting initiatives born from interdisciplinary and trans-disciplinary endeavors based on systemics epistemology
- By the popularization of knowledge for the purpose of the systemic approach to education and teaching applications.

The Association intends to achieve Purpose 1 and 2 described in Paragraph 1 of the present Article by positioning itself as follows:

- As a cross-road site for exchanges and research in systemics applications and educational approaches coming from a variety of directions.
- As a promoter, supporter and accreditation authority for the following activities, but not limited to them:
  1. conferences, colloquia, events, study days, crossroads for mutual exchanges,
  2. workshops, summer schools, educational meetings, seminars,
  3. publications dedicated to the enhancement of systemics theories and applications,
  4. research teams bringing together an array of members of UES associations,
  5. standing and specialized research committees,
  6. compiling and publishing works and research results of its members within the scholarly community via an on-line journal, books or any other means deemed useful by the Association.
- Defining the specific requirements for systemics specialists and promoting their status within the scientific and civil society.
- Accrediting organizations dedicated to enhancement of systemics theory and practice, based on objective criteria.
- Developing codes of ethics for its members operating in civil society.
- Creating a federation of European systemics specialists. Setting up a scientific council representing various systemics approaches and practices.

In more general terms, the Association may use all the means that contribute, directly or indirectly, to the achievement of its purpose.

While implementing the above-mentioned goals the Association may specifically acquire, lease or let all real estate or properties, hire staff, execute legal contracts, raise funds, in short, exercise or cause to be exercised all activities justified by its purpose.

In the process of achieving its purpose the Association may make use of commercial activities.

#### **Art. 4 – The Duration of Association**

The duration of the Association is perpetual.

### **Title III - Membership**

#### **Art. 5 - Membership Status in Association**

The Association consists of full members and associate members. The number of full members may be no less than four.

The right to vote in General Assembly belongs to full members, in order of actual annual fee.

Associate members do not have voting rights

No one voting member may possess more than one proxy vote.(

## **Art. 6. – Membership conditions**

### **Full members**

1° The signatories of the present document.

2° Any European systemics organization whose justification file has been accepted by the Association's Board of Directors. Their acceptance is subject to the procedural. Their acceptance is subject to requirements of rules of procedure.

### **Associate members:**

Associate members may be systemics organizations in the wide sense (even if not European). Their acceptance is subject to requirements of rules of procedure.

**Art.7.** – The annual membership fee is set at a minimum of € 0 and a maximum of € 5.000,00. This amount may be adjusted annually at the beginning of the year on the basis of the index of consumer prices. The index base is December 2011. The new index is the month of December preceding adaptation. The General Assembly determines the contribution within the limits prescribed each year on the recommendation of the board.

The annual fee may be fixed by the Board of Directors and is detailed in the rules of procedure.

## **Art. 8. - Members' obligations**

The full members and associate members shall have :

- a. to comply with the statues and internal regulations of the association as well to the decisions of its governing bodies ;
- b. not to prejudice the interests of the associations or one of its governing bodies.

## **Art. 9. - Withdraw, Suspension and Exclusion**

Both full and associate members are free to withdraw from the Association at any time by submitting their resignation to the UES bureau in writing an advance notice.

The General Assembly may suspend full members and associate members guilty of serious violation of the bylaws until a ruling has been issued by **the ??**.

## **TITLE IV. - General Assembly**

**Art. 10** - The General Assembly consists of all full members. It is presided by the UES Chairperson or his/her designee. It may be held via teleconference, internet telephone communication or any other computer facilities to the extent to which the video image is not required. The associate members may be present but have only a consultative vote.

**Art. 11.** - The attributions of the General Assembly include the following :

- 1 ° To modify the bylaws and declare the dissolution of the Association;
- 2° To nominate or recall the Board Directors;
- 3° To exclude a member;
- 4° To approve budgets and accounts.

**Art. 12** – The General Assembly shall be called once every year within 6 months after the close of the fiscal year to certify accounts.

**Art.13** - The full members (organizations recognized as members by UES represented by its Chairperson or his/her designee) shall be contacted by the UES General Secretary.

The invitation to the General Assembly must be sent at least 15 days before the date of the General Assembly.

The invitation :

must include the date, time the way it will be held (teleconference ... or the location where it will be)

must include the agenda

must be accompanied by the documentation to help the members to take decisions knowingly.

## **TITLE V. – Board of Directors**

**Art. 14** - The association shall be managed by a Board of Directors consisting of at least 3 and at most 10 Directors, nominated and revocable by the General Assembly. (Chosen from full members of the association)

The Board of Directors may meet via teleconference, video conference, internet telephone communication (either by video or by any other IT means).

Their liability is limited to the performance of their mandate and misconduct committed during of their management.

The board of directors members may not receive any payment for the functions entrusted to them

**Art.15** -The Board of Directors may be accompanied by any other function deemed necessary in order to carry out a specific and immediate task.

**Art. 16** -. The Board of Directors nominates one General Secretary, responsible for daily management and promotion of the EUS .He is surrounded by an office (whose operation is described in the rules of procedure. preside over the Congress.

## **TITLE VI - Various dispositions**

**Art. 17** - The two official languages of the UES-EUS shall be French and English. However, to the extent to which it is possible, texts shall be translated into Spanish, Italian and German or any other language used by the members. If possible, each member country shall designate a translator.

**Art.18** - The association may defend his rights in court

**Art. 19** - The association may make commitments before acquiring legal personality. Those who make those commitments are personally and jointly responsible unless if the association has acquired legal personality within 2 years of the birth of the association and has retaken the commitment during 6 months of the legal personality acquisition. They will then be supposed to have been contracted from the beginning.

**Art. 20** - In case of dissolution of the Association, the General Assembly shall indicate the distribution to be made of the net assets. The General Assembly shall decide if t the assets devolve preferably to an organization dealing with a similar field and having a similar purpose.