

MicrobiomeSupport - Association for the promotion of the communication of research, technology and innovation in the field of food systems microbiomes

1. § 1 Name, Seat and Field of Activity

1. The name of the association is "MicrobiomeSupport - association for the promotion of the communication of research, technology and innovation in the field of food systems microbiomes". It is based in Vienna, Austria, and extends its activities throughout Europe and the world.
2. The foundation of branch associations is not intended.

1. § 2. Purpose of the Association

- a) The association, which pursues exclusively non-profit purposes, i.e. is not profit-oriented within the meaning of the applicable laws, aims to support and promote research and/or academic education within the framework of adult education at tertiary level in the field of microbiome-related life sciences and biotechnology, including related scientific fields.
- b) To avoid misunderstandings, it is stated that purposes are charitable if they promote the general public.
- c) Promotion of the general public is deemed to exist if the association promotes the common good in the spiritual, cultural, moral or material spheres. This includes, for example, the promotion of science, school education, or the protection of nature and animals. In the MicrobiomeSupport association, the non-profit purposes of science, education, nature conservation and animal welfare are primarily (but not exclusively) promoted.
- d) The association aims to act as a strategically effective actor to promote the understanding and application of microbiomes as key factors for the implementation of food security, One Health approaches and human well-being and hopes to become an internationally recognised actor as well.

a) § 3. Means of Implementation

- The purpose of the association shall be achieved through the use of the non-material and material means referred to in paragraphs 2 and 3.
- In general, the ideal means are the planning, implementation, organisation and, if necessary, promotion of scientific events such as congresses, conferences and lectures, further scientific education, the promotion of young talents, the presentation of the functions of microbiomes in food systems, as well as supporting activities that communicate scientific content to the public. Furthermore, the interaction between different institutions and actors from, for example, science, industry and the so-called "policy area", is to be supported and start-up companies are to be given access to networks and contacts. The association advises decision-makers, politicians and regulatory

authorities on general and specific research issues and through related publications and documentation, which can be carried out by the association itself or by providing contacts to persons and companies that have the necessary knowledge and experience and can, therefore, provide the advice. In particular, the association fulfils the following tasks:

- Promotion and implementation of events on research topics and adult education,
 - Organising events such as symposia, seminars, information events and courses, as well as, preparing corresponding publications and documents,
 - Holding meetings with lectures and conferences on scientific and technical topics as well as current, professional and technical issues, decision-making processes and organising excursions,
 - Publish or initiate announcements on scientific, economic and technical topics as well as on current, collective and specific issues and on the activities of the association,
 - Awarding honours and prizes for exceptional scientific and technical achievements in the field of microbiomes in food systems,
 - Establish and maintain links with other professional associations as well as associations with related objectives at national and international levels,
 - Membership in relevant international organisations,
 - Participate in the creation, updating and evaluation of priority programmes and in the coordination of funding programmes,
 - Initiatives to evaluate technologies and technical results in the field of microbiomes in food systems,
 - Promote technical and collegial cooperation, and
 - Technical and organisational support to collective project initiatives or platforms of research institutions and companies in the field of microbiomes in food systems,
 - An intensification of cooperation between science and business,
 - Advising decision-makers, politicians and regulators
 - Public Relations.
- The necessary material resources should thus be exhausted:
- Membership fees,
 - Public (especially grants) and private (especially donations) contributions,
 - Inheritances and legacies,
 - Income from conferences and publications,
 - Subsidies from the public or private sector; and
 - other grants and income.

a) **§ 4. Types of Membership**

- The members of the association can be divided into the following categories:
 - Founding members,
 - Ordinary members (academic),
 - Ordinary members (industry),
 - Extraordinary members and
 - Honorary members
- **Founding members** are those members who have already supported the founding of the association and whose membership, therefore, already exists from the founding of the association. They are ordinary members of the respective applicable subgroup, i.e. academic or industry, and have the corresponding rights and obligations of ordinary members.
- **Ordinary members (academic)** are legal entities (academic organisations such as universities and Research and Technology Organisations (=RTOs)) that research, work and actively participate in the activities of the association in the field of microbiomes in food systems or in related areas.
- **Ordinary members (industry)** are legal entities or partnerships with legal capacity who support the activities of the Association by paying an increased membership fee.
- Natural or legal persons or partnerships with legal capacity may be awarded the title of **honorary member** on the basis of exceptional merit in the field of microbiomes in food systems or the promotion of the Association and its objectives.
- **Extraordinary members** are legal entities like ordinary members who participate in the activities of the association and pay membership fees, but have no seat or vote in the organs of the association and have neither the active nor the passive right to vote in the association.
- Membership fees
 - Ordinary members shall pay an annual membership fee, the amount of which shall be determined each year in advance by the General Assembly. The membership fees shall be transferred to the association's account within 30 days of the date of the demand for payment. If a member does not pay the membership fee on time, the management has to remind the member and ask him/her to pay the membership fee. If the member does not pay the due membership fee despite a reminder, the membership shall be terminated as set out below.
 - The membership fees for founding members and ordinary members (academic) are reduced by at least 60% compared to the fees for ordinary members (industry) and can also be set even lower by the decision of the General Assembly.
 - Membership fees of ordinary members (industry) shall be paid in full. The General Assembly may decide on reductions of the membership fee for members (industry) who are small and medium-sized enterprises (with less than 10 full-time equivalent employees) or start-ups that are in the first three years after foundation.
 - Honorary members are exempt from the membership fee.

- The membership fee for extraordinary members shall be agreed upon by the Executive Board with the respective extraordinary member for a certain period of time, but shall not be lower than the membership fee of ordinary members (academic), unless the General Assembly has agreed to the exception.

1. § 5. Acquisition of Membership

1. Founding members are the organisations that actively participated in the founding of the association.

These are (in alphabetical order)

- AIT Austrian Institute of Technology GmbH, Giefinggasse 4, 1210 Vienna, Austria - represented by the Bioresources Unit
- FFoQSI GmbH - Austrian Competence Centre for Feed and Food Quality, Safety and Innovation, Technopark 1D, 3430 Tulln, Austria
- Forschungszentrum Jülich GmbH, Wilhelm-Johnen-Straße, 52428 Jülich, Germany
- Graz University of Technology, Rechbauerstraße 12, 8010 Graz, Austria
- LL-BioEconomy, Karensgade 5, 2500 Valby, Denmark
- National Research Institute for Agriculture, Food and the Environment (INRAE), 147 rue de l'Université, 75338 Paris Cedex 07, France
- Spanish National Research Council (CSIC) - through the Institute of Agrochemistry and Food Technology (IATA), Calle Serrano 117, 28006 Madrid, Spain
- Tallinn University of Technology, Ehitajate tee 5, 19086 Tallinn, Estonia
- Teagasc - The Agriculture and Food Development Authority, Oak Park, Carlow R93 XE12, Ireland
- Alma Mater Studiorum - Università di Bologna, Via Zamboni 33. 40126 Bologna, Italy
- University of Turin, Via Verdi 8, 10124 Turin, Italy
- University of Waterloo, 200 University Avenue West, Waterloo N2L 3G1, ON, Canada
- Wageningen University and Research, P.O. Box 9101, 6700 HB Wageningen, The Netherlands

2. Ordinary memberships (academic and industry) shall be applied for in writing to the Executive Board.
3. The Extended Executive Board decides on the admission of ordinary members (from academia and industry). Admission can be refused without giving reasons.
4. Honorary members shall be appointed by the General Assembly on the proposal of the Executive Board by a two-thirds majority.
5. The extraordinary membership shall be applied for in writing to the Executive Board. The decision on the admission of extraordinary members shall be taken by the Extended Executive Board, which may refuse the admission without giving reasons.
6. An extraordinary member may apply to the Executive Board to be reclassified as an ordinary member. An ordinary member may apply to the Executive Board to be reclassified as an extraordinary member.

7. Until the constitution of the first Executive Board, all applications for membership will be received by one of the founding members, the founding members will collect the applications they receive and send them to the Executive Board immediately after the election of the Executive Board, the Extended Executive Board will then decide on the admission.

■ **§ 6. Termination of Membership**

1. Membership shall lapse:
 - by death (honorary members) or by loss of legal personality,
 - by voluntary resignation,
 - by exclusion from membership by resolution of the Extended Executive Board,
 - by exclusion from membership by resolution of the General Assembly.
2. (Voluntary) resignation from the association can take place at any time. It must be communicated to the Executive Board in writing (e-mail is sufficient) at least four weeks before termination. The resigning member is obliged to pay the membership fee for the entire current year.
3. Membership shall automatically terminate in the event of non-payment of the membership fee for six months, as long as the member has been reminded once in writing without success. The obligation to pay the membership fees due shall remain in force.
4. The expulsion of a member from the association may be ordered by the Extended Executive Board for gross violation of membership duties and for dishonourable conduct and scientific misconduct. The member concerned may appeal against the expulsion to the General Assembly within four weeks. The arguments for the exclusion and the member's statement shall be presented to the General Assembly, after which the General Assembly shall decide on the exclusion by simple majority; until the decision on the appeal, all rights arising from membership shall be suspended.
5. Honorary membership may be withdrawn by the General Assembly by simple majority vote upon motion of the Executive Board for the reasons stated in paragraph 4.

1. § 7. Rights and Duties of the Members

- Each member is obliged to promote the purpose of the association and to participate in the achievement of the purpose of the association within the scope of his or her possibilities.
- Every member is obliged to pay the membership fee in due time.
- Any member who is not a natural person himself/herself shall exercise his/her rights through a duly authorised natural person. This authorised person, who represents the member in the organs of the association and speaks for the member, is hereinafter referred to as the "representative". Each member shall notify the Executive Board of a representative and each member shall immediately notify the Executive Board of any change in the person of its representative.
- Members shall be entitled to participate in all events of the association.

- All ordinary members (academic and industry) and founding members have the right to vote and stand for election. Ordinary members exercise their right to vote through a representative. Extraordinary members do not have the right to vote and they or their representatives cannot be elected.
- Members are obliged to promote the interests of the association to the best of their ability and to refrain from doing anything that could damage the reputation and purpose of the association. The statutes of the association and the resolutions of the organs of the association shall be observed and respected.

- **§ 8. Organs of the Association**

- The organs of the association are:
 - General Assembly (Articles 9 and 10),
 - Executive Board/Extended Executive Board (Articles 11 to 14),
 - Management (Article 15),
 - Auditors (Article 17) and
 - Arbitration Tribunal (Article 18).

- 1. **§ 9 General Assembly**

1. The General Assembly is the "plenary meeting of the members".
2. An extraordinary General Assembly shall be held within six weeks if so decided by the Executive Board or the General Assembly, at the written request of at least one tenth of the members or at the request/decision of the Auditor. In the case of a necessary appointment of a new Executive Board to avert imminent incapacity to act or in the case of the appointment of a court-appointed curator, an extraordinary General Assembly shall take place, which may be convened by any member of the association in an emergency.
3. The General Assembly meeting may be held in person, by way of an online conference using a suitable remote communication tool, or in a hybrid event format where some of the members attend in person and some participate online.
4. The Executive Board shall convene a General Assembly at least once every three years, but the aim shall be for the General Assembly to be held once a year. The President (or, if the President is prevented from attending, another member of the Executive Board) shall invite all members to each General Assembly by means of a written invitation (which may also be sent by e-mail or other electronic means). The invitation must be sent at least 4 weeks before the scheduled date of the General Assembly and must include the date, time and place of the General Assembly as well as the agenda.

5. Additions to the agenda may be submitted to the Executive Board by a member no later than seven days before the date of the General Assembly. The President shall inform the members at the latest at the beginning of the General Assembly of the proposals received to amend the agenda.
6. Pursuant to § 10 paragraph 1 letter b), election proposals prepared by the Executive Board for the election of the Executive Board, Extended Executive Board and the Auditors, as well as any other election proposals, shall be made known to the members by the President (or another member of the Executive Board) as far as possible with the invitation to the General Assembly, at the latest when the item on the agenda for the election of the Executive Board and the Auditors is called. Each vacancy to be filled shall be voted on individually, a simple majority being sufficient for election to a position. If there are no other nominations, the General Assembly may also decide to vote on the entire nomination in a simplified election procedure, again a simple majority being sufficient for election.
7. Valid resolutions can only be passed within the framework of the agenda. At the beginning of each General Assembly, the agenda and any additions and amendments to the agenda submitted in due time shall be adopted first.
8. All members are entitled to attend the General Assembly. Founding members and ordinary members are entitled to vote. Each member shall have one vote and the right to vote shall be exercised by a natural person endowed with the necessary power of representation, the representative. The transfer of a member's voting right to another member is only possible by means of a written proxy, whereby an authorised member may accept a maximum of five proxies and thus exercise a maximum of six votes (including his own vote).
9. The General Assembly shall constitute a quorum regardless of the number of members present. In the case of motions to dissolve the association, the General Assembly shall only have a quorum if at least 50% of the voting members are present. If this quorum is not reached, a new General Assembly shall be held within a minimum of six to a maximum of eight weeks, at which a decision on the dissolution of the association may be taken without regard to the number of members present.
10. All votes and resolutions of the General Assembly require a simple majority of the valid votes cast. In the event of a tie, the President shall have the casting vote. The election of an honorary member, amendments to the statutes of the association or the dissolution of the association require a majority of 2/3 of the valid votes cast (abstentions not being counted).
11. The General Assembly shall be chaired by the President. In the absence of the President, the Vice-President shall take this place, in his absence the oldest member of the Extended Executive Board present, and if all members of the (Extended) Executive Board are prevented, the oldest person present or a person whom the General Assembly elects as (provisional) Chairman.
12. Minutes shall be taken of the resolutions of the General Assembly and shall be sent to the members and shall be available for inspection at the office of the association. Minutes shall be archived for at least 10 years and may then be destroyed or deleted by decision of the Executive Board.

■ **§ 10. Tasks of the General Assembly**

1. The following tasks are the responsibility of the General Assembly:
 1. Receipt and approval of the annual report and the financial report,
 2. Election and discharge of the Executive Board and the Auditors as well as the Extended Executive Board
 3. Adoption of resolutions on the budget estimate,
 4. Determination of the membership fees,
 5. Award and termination of honorary membership,
 6. Decision on the objection against the exclusion of a member,
 7. Adoption of resolutions on amendments to the Articles of association,
 8. Resolution on the voluntary dissolution of the association, and
 9. Discussion and resolution on other items on the agenda.

1. **§ 11 Executive Board**

1. The Executive Board consists of the President, his deputy (i.e. the Vice-President) and the Treasurer. The President and the Vice-President shall be elected by the General Assembly from among the representatives of the founding members and the ordinary members (academic) for a period of three years, re-election being possible. A representative of each ordinary member may be elected Treasurer for a period of three years, re-election being possible. If a member of the Executive Board retires prematurely, the General Assembly shall elect a new member for the remainder of the term of office of the retiring member.
2. The President and the Vice-President shall represent the association externally, vis-à-vis authorities and third parties, chair the General Assembly, the meetings and assemblies of the (Extended) Executive Board, implement their resolutions and be responsible for the coordination of the association's activities.
3. The President and the Vice-President have the highest function in the association. In case of imminent danger, the President is entitled to act independently under his own responsibility even in matters that fall within the competence of the General Assembly, the Extended Executive Board or the Executive Board and to issue instructions to the Managing Director; these decisions, however, require the subsequent approval of the competent organ of the association.
4. The President prepares the meetings of the Executive Board and is responsible for the implementation of the resolutions passed in the meetings. If a Managing Director has been appointed, the Managing Director shall attend the meetings of the (Extended) Executive Board but shall have no vote there but only an advisory function. Resolutions of the Executive Board are passed by a simple majority. To constitute a quorum, all voting members must be present at the meeting. A meeting may be held with all members present in person, or online via a suitable communication tool, or in a hybrid form where

some of the members are present in person, and some are connected via an online communication tool. If the members of the Executive Board have no objections to resolutions being passed by circulation, resolutions may be passed by written circulation. Minutes shall be taken of each Board meeting and shall be prepared by the Chairperson and the Managing Director of the association.

5. The legally binding signature of all documents of the association shall be effected in accordance with the four-eyes principle by
 1. the President together with the Vice-President or
 2. the President together with the Managing Director or,
 3. the Vice-President and the Managing Director.
6. In financial matters, the legally binding signature shall be made by
 1. the Treasurer and the President or
 2. the Treasurer and the Vice-President or
 3. the Treasurer and the Managing Director.

a) **§ 12 Extended Executive Board**

1. The Extended Executive Board consists of the following voting members: the President, the Vice-President, the Treasurer, and the Advisory Councillors, whereby the Extended Executive Board may consist of a maximum of fifteen persons. The Managing Director may attend the meetings of the Extended Executive Board in an advisory capacity but has no voting rights.
2. All voting members of the Extended Executive Board, as well as the Auditors, shall exercise their functions free of charge.
3. Each member of **the Advisory Councillors** shall be elected from among the representatives of the founding members and the ordinary members (academic) for a period of three years, with re-election being possible. A representative of an ordinary member (industry) may also be elected Treasurer. Representatives of each ordinary member (academic) may be elected to the Extended Executive Board. In the first term of office after the foundation of the association, however, the Advisory Councils shall consist of the founding members.
4. If a member of the association resigns from the association (for whatever reason), the representative of that member shall resign from the position to which he/she was elected. If this concerns the President, Vice-President, Treasurer and/or Auditor, the remaining Executive Board members shall convene an Extraordinary General Meeting, and a replacement shall be elected from among the representatives of the eligible members. The remaining Executive Board shall remain in office until the end of their term of office. However, if the resignation of a member concerns the function of an Extended Executive Board, no by-election shall take place, and the Extended Executive Board shall remain in office until the end of its term of office.

5. The term of office of a member of the Extended Executive Board ends with death, the end of the term of office, as well as, by dismissal by the General Assembly and resignation.
6. The General Assembly may dismiss the entire (Extended) Executive Board or one of its members at any time. The dismissal shall take effect with the election of a new Executive Board or a new member of the Executive Board.
7. Any member of the (Extended) Executive Board may submit his or her resignation in writing (e-mail suffices) at any time. The notice of resignation shall be addressed to the remaining Executive Board. In the event of the resignation of the entire Executive Board, the Executive Board shall immediately convene an extraordinary General Assembly and announce the resignation in the invitation to the General Assembly and the election proposal for the next Executive Board. The resignation shall only become effective with the election of a new Executive Board or with the commissioning of a successor.
8. Notification of the convening of a meeting of the Extended Executive Board shall be made by the President in writing (e-mail is sufficient) at least eight days before the scheduled date, stating the intended agenda. In urgent cases, a meeting of the Extended Executive Board shall be convened 24 hours after the invitation and announcement of the agenda. The President shall be obliged to convene a meeting of the Extended Executive Board at the request of any member of the Extended Executive Board. If the President does not comply with such a request, the respective member of the Extended Executive Board shall be entitled to convene a meeting of the Extended Executive Board individually in writing (e-mail shall suffice) at least seven days before the scheduled date, stating the intended agenda.
9. The Extended Executive Board has a quorum if all members have been invited and at least half of the members are present.
10. The Extended Executive Board shall adopt its resolutions by simple majority. In the event of a tie, the President shall have the casting vote. Minutes shall be taken of each meeting of the Extended Executive Board and shall be signed by the President and the Managing Director.

■ **§ 13 Duties of the Executive Board**

1. The Executive Board shall be responsible for the management and administration of the Association, unless the aforementioned activities are the responsibility of another body of the Association in accordance with the Articles of association. The following tasks fall within the scope of its activities:
 - a. Administration of the association and establishment of a suitable accounting system,
 - b. Preparation of the budget estimate as well as the business report and the closing of accounts,
 - c. Preparation of the General Assemblies and meetings of the Extended Executive Board,
 - d. Convening the General Assemblies and meetings of the Extended Executive Board,
 - e. Management of the assets of the association,

- f. Establishment of an office and/or an administrative office and (optionally, if desired: Adoption of rules of procedure on the proposal of the Extended Executive Board),
- g. Establish guidelines for the management of the association's finances,
- h. Admission and expulsion of ordinary members (academic and industry),
- i. Appointment and dismissal of the Managing Director and (optionally) of a deputy Managing Director, determination of the activities of the Managing Director; the appointment of the Managing Director is for an indefinite period of time
- j. Monitoring the activities of the Managing Director and issuing instructions to the Managing Director
- k. Conclusion and termination of service and employment contracts.

- **§ 14 Special Duties of Individual Members of the Executive Board**

- The Managing Director has the task of assisting the President in the management of the association's business. He also performs the function of a secretary and is thus responsible for taking the minutes of the General Assembly and the (Extended) Executive Board.
- The Treasurer shall be responsible for the proper administration of the association's finances in accordance with the guidelines adopted by the Executive Board.
- In the event of the Managing Director being prevented from attending, the Treasurer and his deputy shall perform the function of Managing Director.

- **§ 15 Managing Director**

- In order to support the organs of the association, the Executive Board may appoint a Managing Director, whose duties and powers the Executive Board may define in rules of procedure or other guidelines. The rules of procedure and any amendments thereto shall be brought to the attention of the General Assembly.
- The duties of the Managing Director shall include the following:
 - Contact and interaction with relevant public and private institutions, organisations and companies,
 - Preparation of statements by the association on its own initiative and on request,
 - Manage the administrative/commercial affairs within the framework of the by-laws or the guidelines and directives given by the Executive Board and under the supervision of the Executive Board,
 - Regular reporting to the President
 - Organisation and implementation of events of the association,
 - Support for fundraising activities,
 - Public relations, including "public understanding of science".

- The Managing Director shall be bound by the instructions of the Executive Board and shall report to the President as and when required, but at least on a quarterly basis. The duties and powers of the Managing Director shall be set out in detail in the Rules of Procedure or in guidelines and/or directives to be issued by the Executive Board.

a) **§ 16. Administration of the Assets of the Association**

1. The assets of the Association shall be used for the purposes of the Association.
2. The Executive Board shall, by rules of procedure, guidelines and/or instructions, provide the Managing Director with a framework within which the Managing Director may act for the purpose of operational business activities without consulting the Executive Board. With regard to every economic decision that exceeds the given framework not only slightly, the Managing Director must consult with the Executive Board, at least with the Treasurer.

a) **§ 17 Auditors**

1. The General Assembly shall elect two Auditors for a period of three years. The term of office lasts in any case until the election of a new Auditor. Re-elections are possible. The Auditors may not be members of the body of the Association whose activities are the subject of an audit, with the exception of the General Assembly.
2. The Auditors shall have the task of auditing the day-to-day business and financial management of the Association for the correctness of the accounts and the use of funds in accordance with the Statutes. The Auditors shall submit a written and signed report on the results of the audit to the General Assembly for confirmation.

Legal transactions between Auditors and the association require the approval of the General Assembly.

▪ **§ 18. Arbitration Court**

1. All disputes arising from the association relationship shall be decided by the internal arbitration board of the association.
2. The Arbitral Tribunal shall be composed of three representatives of ordinary members of the association. Each party to the dispute shall, within 14 days, at the request of the President or, in his absence, at the request of the Vice-President, nominate a representative of a member to act as arbitrator. If a party to the dispute defaults, the Executive Board shall appoint an arbitrator. The appointed arbitrators shall, within 14 days of the call of the Executive Board, elect a third member to preside over the arbitration. The members of the arbitration board may not belong to the body of the association whose activities are the subject of the dispute, with the exception of the general assembly.

3. The arbitral tribunal shall decide by simple majority vote after hearing all parties concerned by the dispute in the presence of all members of the arbitral tribunal. It shall decide to the best of its knowledge and belief. Its decision shall be final within the association.
4. This internal association regulation in no way restricts the right of the parties to assert legal claims before a competent court or authority.
5. Notwithstanding the above, if the national law of any of the Members does not allow such a member to submit a dispute to arbitration or mediation, the Parties shall refer such dispute to the Courts of Brussels.

1. **§ 19. Voluntary Dissolution of the Association**

1. The voluntary dissolution of the Association may only be decided by the General Assembly convened for this purpose and requires a two-thirds majority of valid votes.
2. The General Assembly shall also decide on the assets of the Association, if any. In particular, the General Assembly shall appoint a liquidator and decide to whom the assets of the Association remaining after payment of its debts shall be transferred. In the event of any dissolution of the Association or in the event of its previous purpose ceasing to exist, the assets of the Association shall be transferred to another non-profit association or a non-profit institution that promotes the purposes of the association.
3. The last Executive Board shall notify the competent authorities in writing of the voluntary dissolution within four weeks of the resolution by the General Assembly and shall take the necessary steps to ensure an orderly winding up.