

By-laws of the Association
*EEMCO - THE EUROPEAN GROUP ON EFFICACY MEASUREMENT AND EVALUATION
OF COSMETICS AND OTHER PRODUCTS*

Chapter I - Definitions

Article 1

(Nature and headquarters)

1. The EEMCO Group, *the European Group on Efficacy Measurement and Evaluation of Cosmetics and other Products*, hereinafter referred to as the “Association” or “EEMCO Group”, is a continuation of the previous organisation (*The European Group on Efficacy Measurement of Cosmetics and other Topical Products* (EEMCO) started on June 1994, in Paris.
2. The EEMCO Group is a non-profit legal entity based at 7A Rua Leitão de Barros, in Lisbon (1500 385), Portugal.

Article 2

(Object)

The Association’s object is:

1. to contribute to identify science based methods and strategies, now and in the future, intended to assess efficacy and safety of cosmetics and other products in silico, in vitro, ex vivo, in vivo, and other applicable methods
2. to contribute to the adequate use and development of the aforementioned methods and strategies by promoting better operating and assessment procedures
3. to facilitate cooperation among academia, industry, national and European authorities, and consumers.

Article 3

(Activities)

1. Generally speaking, the Association is responsible for promoting research and education by any suitable means, by itself or in cooperation with individuals and/or institutions, within its object.
2. The Association exists with no time limit.

Article 4

(Membership)

1. In order to achieve its main goals, the Association members are committed to a strict code of independency, scientific rigour and ethics as defined in Chapter II.
2. Founding members are full members and part of the General Supervisory Board (Board), now and in the future, and correspond to single persons recognized as European experts from university research and development areas, the private sector, industry, or other areas, with complementary educational backgrounds in related domains.

3. Other members will fall into one of the following categories:
 - a) Full Members, individuals with appropriate professional qualifications in areas of expertise invited by the Board to integrate into the association;
 - b) Associate Members, individuals with appropriate professional qualifications in areas of expertise invited by the Board to participate in specific actions or initiatives of the EEMCO Group;
 - c) Honorary Members, appointed by recommendation of the governing bodies, including personalities who have distinguished themselves by services rendered to the society, related with the group's scientific knowledge;
4. The nomination process must be registered in the respective Board proceedings.
 - a) Candidates shall be admitted by unanimity.
 - b) Any member may resign and the Board shall be responsible for accepting said resignation.
 - c) The Board has the power to suspend, terminate or (if applicable) to discuss the readmission of any member within the criteria defined in the internal regulations of the executive body

Article 5

(Assets and Revenue)

1. The Association's assets are defined by its governing bodies, and may include goods and revenue. Goods may be of intellectual or tangible value. Tangible goods may be acquired by the Association free of charge (donation) or in return for payment.
2. The following constitute revenue:
 - a) Income from its own goods and capital;
 - b) Income from financial contributions from external sponsors;
 - c) Subsidies from the state/public institutions, and other bodies.

Chapter II - General Principles

Article 6

(Protection of Values)

1. By freely accepting to participate in the EEMCO Group, members should acknowledge the necessity of establishing common rules designed to remove any doubt in relationships and to overcome any difficulty such as may arise in connection with the EEMCO Group's activities.
2. The virtues of honour, probity or integrity constitute obligations expected from all those taking part in the EEMCO Group's activities. No relationships of confidence should be established if any doubt exists regarding these virtues for a member at any level, no matter its title or category.
3. Full disclosure of related interests is required;
4. Considering the scope defined by the association, independence of opinion is a continuing requirement. Members should, therefore avoid having an opinion affected by any influence whatsoever, and especially resulting from their own interests, from the organization to which they belong, and, generally speaking, from any outside pressures.
5. Confidentiality regarding information accessed within the framework of the association's activity is mandatory.
6. Members are allowed to use the name and logo of the group only to the extent that it serves to promote the visibility of the association.

7. Formal sponsorship to the association's activities must be previously evaluated and approved by the Board.

Article 7

(Governing Bodies)

1. The Association's governing bodies are:
 - a) the General Assembly;
 - b) The Board;
 - c) The Supervisory Board.
2. The governing bodies term title-holders is three years and is renewable.

Article 8

(General Assembly)

1. The General Assembly is the Association's statutory body that expresses its collective views, being composed by all members.
2. Only full-rights members, e.g. Founding Members and Full Members, are the right to vote.
3. Decisions are taken by simple majority of vote, except for deliberation involving modification of the association by-laws or its dissolution, which demands, in accordance with the law, a qualified majority of votes.

Article 9

(Composition of the General Assembly)

The General Assembly is chaired by the Chairman who can invite another member to act as the secretary for the proceedings

Article 10

(Responsibilities of the General Assembly)

The General Assembly is responsible for:

- a) Defining work programmes, electing the Board as other full members of the governing bodies, and voting on annual reports;
- b) Giving opinions on any matters regarding the life of the organisation;
- c) Deciding on amendments to the by-laws.

Article 11

(Meetings)

1. The General Assembly shall hold ordinary meetings once a year and extraordinary meetings whenever called by the Board or two fifth of its members.
2. Other forms of representation (procurement, or presence by electronic means such as video conference) is allowed in the terms defined by the respective internal regulation.

Article 12

(The Board)

The Board shall consist of:

- a) A chairperson;
- b) A secretary
- c) A treasurer.

Article 13

(Responsibilities of the Board)

The Board is responsible for:

- a) Managing the Association's assets;
- b) Executing decisions of the General Assembly;
- c) Deciding on the internal regulations needed for the smooth operation of the organization;
- d) Maintaining accurate and current financial records for the Association and submitting these accounts to the General Assembly

Article 14
(Meetings)

The Board shall meet at least once every six months when summoned by its Chairperson or any of its members.

Article 15
(General Supervisory Board)

The General Supervisory Board includes permanently all the active founder members and any additional full member elected by the general assembly, being managed by a chairperson and another member acting as secretary.

Article 16
(Responsibilities of the Supervisory Board)

The Supervisory Board is responsible for:

- a) Choosing the chairperson and the secretary,
- b) To invite individuals with proper professional qualifications, from different areas of expertise, to become full members,
- c) To invite individuals with proper professional qualifications, from different areas of expertise, to become associate members and to participate in specific actions or initiatives of the EEMCO Group,
- d) Supervising the running of the organisation, ensuring compliance with the Association's values and its by-laws, the law, and decisions of its governing bodies
- e) To elaborate and register, in proper support, the association's members nomination reports
- f) Supervising its books,
- g) Drafting opinions on the Board's annual report and accounts to be submitted to the General Assembly

Article 17
(Omissions)

Any matters not covered by these by-laws shall be settled by the Board and then submitted to the General Assembly for approval.

Article 18
(Representation)

The Chairman's signature represents the Association. For financial issues, the treasurer's signature is sufficient upon previous consent by the chairman

Chapter III - Final and transitory provisions

Article 19

(Dissolution - Winding-up)

1. This organization is created for an unlimited term.
2. It shall be possible to dissolve the organisation at any time, in particular if its social objective is considered to be wear out.
3. The initiative to dissolve, coming from the general assembly or from the Board, must be voted by the general assembly and shall require a majority of 3/4 of the votes.