CETAF REFERENCE DOCUMENT

**Consortium of European Taxonomic Facilities (CETAF AISBL)**

**Bylaws**

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| *Notes*  **CETAF Bylaws**  **Approved by the CETAF General Assembly at CETAF\*\* on the \*\*\*\*2022** |
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SECTION I – Definitions and Understandings

**1. DEFINITIONS**

The Consortium of European Taxonomic Facilities (CETAF) AISBL (in French, *Association Internationale Sans But Lucratif*), is an International Non-Profit Association and a legal entity constituted under Belgian law on 13th March 2009.

CETAF comprises, and will be open to, members (as defined in the Statutes, Article 7) from European countries and countries associated with the European Union.

CETAF, as an entity, may operate at a worldwide level and may develop its activities with an international scope.

These Bylaws (hereinafter, the Bylaws) constitute the "Association’s Standing Orders" *["Règlement d'ordre intérieur"*] as stipulated in the CETAF AISBL Statutes (hereinafter, the Statutes), and are meant to provide further guidelines and rules for the operation and management of CETAF AISBL in the application of the Statutes.

For the Bylaws, any mention of "CETAF" or the “Consortium” always refers to the CETAF AISBL.

For the Bylaws, any mention of “General Assembly”, “President”, “Executive Committee”, “General Secretariat”, “Working Group” or other representative, governing, administrative or functional body, always refers to those of the CETAF AISBL, as described in the Statutes.

For the purpose of the Bylaws, the period of month(s) and/or week(s) specified in any clause or provision always refers to the total number of calendar days, not working days, for the respective time period.

For the purpose of the Bylaws, unless otherwise specified, notifications to and among the members will be done electronically, by email.

**2. UNDERSTANDINGS**

The Bylaws are intended to explain, develop, define and, if necessary, refine the content of the Statutes, the latter being the general and legal framework of the CETAF AISBL.

In case of controversy in the interpretation of the contents between the Statutes and the Bylaws, the Statutes prevail.

SECTION II – The Consortium

**3. LOCATION**

The CETAF has its registered office and legal seat at the Royal Belgian Institute of Natural Sciences, rue Vautier 29, 1000 Brussels, Belgium.

Irrespective of the above, and until otherwise agreed by the General Assembly, the Secretariat office of CETAF is located at the Royal Belgian Institute of Natural Sciences - RBINS (hereinafter, the Host institution), rue Vautier 29, 1000 Brussels, Belgium, according to the agreement signed by the parties for hosting the General Secretariat, in Madrid, Spain on the 14th September 2011. This agreement (hereinafter, the Agreement) forms an integral part of the Bylaws.

If the current Host institution requests a rescission of the Agreement the Executive Committee will be committed to finding a new host for the CETAF Secretariat office.

A change to CETAF’s registered address within the Brussels-Capital region or within the French speaking region of Belgium may be decided by the Executive Committee. A change in the registered address, if outside the Brussels-Capital or French speaking region of Belgium upon proposal of the Executive Committee, shall be adopted by a simple majority vote of the General Assembly. The General Secretariat will then be in charge of all the legal and administrative processes (as accepted by the Belgium Court) to make such a change effective.

SECTION III – The Members

**4. MEMBERSHIP**

Membership includes Full and Associate Members, as detailed in Article 7 (b and c) of the Statutes.

Full Members refer to those members who fulfil each and all of the conditions required to become a member, as outlined in the Statutes, and whose application has been approved by the General Assembly.

Full and Associate Members have the rights listed in the Statutes under Article 11.

Full and Associate Members have the obligations stated under Article 11 (2) of the Statutes with the procedures related to annual contributions from members outlined under Article 12.

Membership categories and contributions are based on the approved and effective *CETAF AISBL organisational and business model (Annex 1)*. Membership fee invoices will be sent to members in the first three months of each financial year. The consequences of non-payment of fees for Full and Associate Members are detailed under Article 12, with suspension detailed in Article 9 (c).

Associate membership is for a limited duration. After a maximum of three (3) years, the Associate Member shall decide whether to join CETAF as a Full Member or to leave the Consortium.

Associate Members in CETAF share the same rights and obligations as Full Members, but cannot vote in the General Assembly (e.g., they have no decisional voting rights within the Consortium).

According to the Memoranda of Understanding established between CETAF and its Strategic partners, a nominated representative will be invited to attend the General Assembly and may be invited to participate by presenting their organisation, its activities or issues of mutual interest.

**5. MEMBERSHIP APPLICATION**

Following Articles 7 and 8 of the Statutes, Full or Associate membership of CETAF, shall be open to any institution, entity or consortium of institutions that holds, and manages important scientific collections and has a significant taxonomic research capacity that enables them to contribute to the activities of CETAF. Requirements for membership are detailed in Article 8 of the Statutes.

Membership criteria of the applicants will be assessed by the Executive Committee based on the details supplied in the CETAF membership application form (hereafter Membership application form).

Individual institutions or entities which do not meet the requirements for CETAF membership alone (their budget, the size and international significance of their scientific collections, their research capacities), are encouraged to join CETAF by forming a consortium with other institutions/entities or joining an existing consortium which together meet the membership requirements.

Consortium members comprise independent institutions that do not individually fulfil all membership requirements but which do so jointly. A consortium is considered as a single CETAF member for all relevant provisions of the Statutes and Bylaws, including the voting rights. The membership fee for a consortium is cumulative and the consortium will be placed in the category where the cumulative total falls. If the criteria of the consortia member institution’s totals exceed a category placement the CETAF Executive Committee will establish the payment level, in agreement with the consortium members. In the case of consortia, a Membership application form is required for each institution and these forms should be submitted together, with the accompanying cover letter signed by the legal representative of all members of the applying consortium.

Unless otherwise specified by the General Assembly and until they are able to form or join a consortium, individual institutions that do not fulfil membership requirements alone may apply to join CETAF as an Associate Member.

Admission formalities are detailed in Article 8 a (Full Members) and 8 b (Associate Members) of the Statutes.

In order to be voted on at a particular General Assembly, complete and final applications must be received at least six (6) weeks before the scheduled date of that meeting.

**6. MEMBERSHIP CATEGORIES**

Each CETAF member will pay an annual membership fee based on a tiered membership category system, as established and approved by the General Assembly. The membership category system is outlined in the CETAF AISBL organizational and business model in effect. New members will be classified according to the tiered membership system, in accordance with the decision of the Executive Committee.

A request for a change in the composition or status of a member (a Full Member, a member that is part of a consortium, or a change in the composition of a consortium) or any consequential changes in category should be formally addressed to the Executive Committee. The Executive Committee will evaluate the change and decide whether a new application is needed and if no new application is needed which membership category applies to the changed entity.

SECTION IV – The General Assembly

**7. GENERAL ASSEMBLY**

As mandated by the Statutes the General Assembly is the governing body of CETAF, and operates according to the provisions provided therein (Article 14). The General Assembly shall meet, in ordinary session, within the first six (6) months of a calendar year, in order to enact the following powers and responsibilities (Statutes, Article 14):

* admission of new Full or Associate Members,
* election or dismissal of members of the Executive Committee and to grant discharge to the members of the Executive Committee,
* approval of the yearly accounts,
* examination of the annual report presented by the Executive Committee,
* modifications to the Statutes,
* dissolution and liquidation of the Consortium,
* exclusion of members,
* determine the amount of the membership fees,
* all other cases where the law or the Statutes require it.

In addition to the Statutes;

- pass any internal regulation which might be appropriate and/or necessary for the functioning of the Consortium,

- discuss and/or agree on other business or strategic items that the Executive Committee considers relevant.

According to Article 7a of the Statutes, each member institution and each institutional member of a consortium is represented by the Legal Representative of that institution whom holds the formal authorisation to act on its behalf. The Legal Representative of an institutional member can either act directly or can nominate a Permanent Representative to the General Assembly. In the case of consortia, the Legal Representatives collectively nominate a single Permanent Representative to the General Assembly who acts in the name of and on behalf of the consortium as a whole. A Legal Representative or Permanent Representative may nominate one Deputy Permanent Representative who may attend meetings in a supporting role. The names of the Legal Representative, Permanent (if different from the Legal Representative) and Deputy Permanent Representatives must be communicated in writing to the Executive Committee. The Permanent Representative may temporarily delegate voting rights to a designated temporary representative in case of their absence from any one General Assembly. In the case of the Temporary Replacement of the Permanent Representative in any one General Assembly, the Legal or Permanent representative must communicate this change in writing to the Executive Committee. Any change in the Legal or Permanent or Deputy Permanent Representatives must be communicated in writing to the Executive Committee and Executive Director. The change will have immediate effect upon its receipt. In the General Assembly (business section) only the Legal Representative and Permanent representatives, or the persons with the temporary delegation of representation, have voting and participative rights. Members of the Executive Committee participate in the General Assembly in the capacity of administrators.

In the Business Section of the General Assembly attendees who are not official representatives participate in the capacity of observers, with no voting rights or participative rights.

For purposes of voting, as specified in the Statutes (Article 17), a member may transmit its voting right to any other member. The transmission should be communicated by writing (letter or email) to the Executive Committee and Executive Director. A member, via its legal, permanent representative or deputy representative, can only hold one proxy vote. Upon verification the President can accept or refuse the transmission of the vote.

The organisation and convening of the General Assembly are detailed in the Statutes, Article 15. The General Assembly will take place within the first six (6) months of the end of the previous financial year to deal with the items detailed in Article 15.1.

* - approve the annual accounts for the past financial year;
* - approve the budget for the financial year following the financial year to which the annual accounts to be approved relate;
* - approve the management report drawn up by the Executive Committee and discharge it’s members;
* - define an annual action plan, determine the operations, actions and activities of the Association.

The quorum for the General Assembly will be a simple majority of voting members present or represented, except in specific cases which are explicitly mentioned in the Statutes or herein.

To accommodate the financial functioning of the consortium and fulfil the objectives of the association a second General Assembly will be convened by the Executive Committee in the latter half of the financial year to approve the operating budget for the following year and further develop CETAF activities.

Proposals for items for the agenda of a General Assembly are to be submitted to the Executive Committee by written notice addressed to the President no later than seventy-five (75) days before the scheduled meeting. The agenda for the General Assembly (hereinafter, the Agenda) will be discussed and agreed by the Executive Committee.

The proposed Agenda must be sent out to the members no later than two (2) months before the scheduled meeting date. The Executive Committee and General Secretariat will be responsible for collating the necessary documentation in advance of each meeting, and for making it available to all members.

Additional items, that imply a vote, supported by at least one-fifth (1/5) of the members and communicated to the Executive Committee at least four (4) weeks before the General Assembly, must be included in the final Agenda. In this case, an amended Agenda will be sent out two weeks before the meeting.

The General Assembly may adopt a revised Agenda during the meeting, as decided by a simple majority. Changes to the Agenda proposed during the meeting are not possible for issues concerning the Budget, Membership, Elections and the Statutes.

Article 22 – CETAF discussion and decision in the General Assembly in link with the new CETAF Business Plan at CETAF52.

**8. ATTENDANCE AND DECISIONS**

Each member may participate in the General Assembly via its Legal Representative, Permanent or Deputy Representative, present or represented.

Each member may have, other than the Representatives named above, additional persons (working group coordinators, initiatives coordinators etc.) who attend a General Assembly, but such an additional attendance does not imply the acquisition of additional voting rights. The presence of additional attendees in a General Assembly should be communicated to the Executive Committee and Executive Director by the permanent representative. Attendance at the General Assembly and other meetings organised for the membership is under the financial responsibility of the member institutions.

Additional persons may be invited to a General Assembly by the Executive Committee, on an *ad hoc* basis, to provide specialist input. The minimal necessary expenses for invited persons will be covered by CETAF funds, if necessary.

Each Full Member, through its Permanent Representative, has one vote, except in the case where the Permanent Representative is officially voting on behalf of another member. Except for budgetary issues (see below), decisions will be taken by a simple majority rule among the member institutions in good standing, present or represented.

For budgetary issues, in order to achieve a balance between the different levels of financial contributions and the prevailing rule of simple majority for decision taking by the General Assembly, a qualification for a simple majority vote would require that for any decision to be taken by a simple majority vote, the majority of votes in favour of any proposed decision would also need to represent more than 75% of the annual financial contributions to the budget for the respective year.

Full and Associate Members in good standing are defined as those members that are not in arrears for their membership contribution by more than six (6) months for that calendar year. The due date is six (6) months after the date of issue of the invoice. Members who are not in good standing are automatically suspended, losing their rights (see Statutes 12) and the right to attend the General Assembly meeting, except by agreement of the President.

Voting decisions of the General Assembly will *only* be on items included in the final Agenda.

The Executive Committee will decide the venue and the date of the General Assemblies, in consultation with the General Assembly (see Article 15.1). Both the date and the location may be modified only if the planned host member experiences difficulties in organizing the meeting, provided that such changes are duly communicated to the Executive Committee and the General Secretariat, at least three (3) months before the scheduled meeting is to take place. In such an event, the meeting of the General Assembly will take place 1) electronically; 2) at the location of the General Secretariat, or 3) at a new host institution on the dates most convenient for the Secretariat or the new Host Institution, but within the period of three (3) months from the date of the new announcement.

The General Assembly may take inter-sessional decisions through vote by electronic or other appropriate means upon the proposal of the President or Executive Committee. All issues for inter sessional voting must be announced to members with a period of at least four (4) weeks prior to the respective decision deadline.

Extra-ordinary General Assemblies may also be convened by the Executive Committee, and whenever the interests of the association so require. Extra-ordinary meetings may also be requested by members representing at least one third (1/3) of Full Members in good standing. In the latter case, members indicate their request and the subjects to be included on the agenda. The Executive Committee convenes the General Assembly within one month of the request.

**9. ELECTIONS**

The President of the Executive Committee is responsible for the entire election process leading to the establishment of the subsequent Executive Committee. The process will start with the opening of a period for the nomination (Nomination Period) of new members at least six (6) months prior to the termination of the current mandate and ending at a maximum of three (3) months before the meeting where the Elections will take place.

During the Nomination Period, Directors and Permanent representatives of CETAF member institutions are invited to submit proposals for the nomination of one (1) or more candidates for one (1) or more of the positions on the Executive Committee. [Note: Members of the Executive Committee are termed administrators in the Statutes.] The nomination(s) shall be addressed to the Secretary of the Executive Committee, identifying the name of the proposed person(s), the Institution that each nominee is affiliated with and for which position each nominee is proposed. The prior consent of each nominated candidate should be sought and each candidate should be formally supported by their institution.

If nominations for any of the four (4) legal positions are lacking then the President shall, in agreement with the Executive Committee, approach members for further nominations.

Each applicant for a position on the Executive Committee will supply a letter from the Legal Representative of their institution confirming that they are available to serve on the Executive Committee for the position that they have been nominated for, accompanied by a personal statement on their motivations for joining the Executive Committee.

The final list of applicants will be elaborated by the General Secretariat and will be sent out, together with the Agenda, two (2) months before the General Assembly in which the elections will take place.

Nominees (as given in the distributed applicant list) may present themselves at the General Assembly prior to the voting procedures.

The election process at the General Assembly will be based on the list of applicants. It will cover the election of the five (5) different positions separately and subsequently, as follows: President, Vice-President, Secretary, Treasurer and up to a maximum of four (4) Ordinary Members. Applicants for any of the four (4) legal positions are automatically included in the list of candidates for the Ordinary Members.

All votes are to be done by secret ballot.

In case of only one (1) nomination for one (1) of the legal positions, the candidate has to be accepted by a simple majority.

In case of two (2) candidates for one (1) of the legal positions, the decision is by simple majority. In case of equal votes, the procedure has to be repeated. After second equal voting, the (outgoing) President has the casting vote (unless a conflict of interest is identified) upon which case the candidates will be invited to address the meeting and the voting will pass into a third round.

In case of more than two (2) candidates for one (1) of the legal positions, a candidate is elected if there is a simple majority in their favour. In case of no majority vote, the two (2) candidates with the highest votes proceed to a second voting round as described above. In case of equal votes at this stage, an additional voting round will take place. The candidate with the majority is thus duly elected. In case of repeated equal number of votes, the (outgoing) President has the casting vote (unless a conflict of interest is identified) upon which case the two (2) candidates will be invited to address the meeting and the voting will pass into a further round.

After the election of the four (4) legal positions, the four (4) Ordinary Members of the Executive Committee are elected. All candidates are voted upon together. Each vote carrying member has a maximum of four (4) votes equal to the number of vacant positions to be assigned to the list of applicants, without the possibility of accumulation of votes for one (1) candidate. The four (4) candidates with the highest number of votes are duly elected. In the case of equal votes, the voting is repeated only for the applicants concerned.

Two (2) persons attending the General Assembly will be requested by the Executive Committee to act as vote counters, provided that they have no conflict of interest with the candidates and/or the institutions the candidates are affiliated with. They will be in charge of counting and checking the validity of all votes cast, and afterwards, of communicating the results to the President who will confirm the process and announce the results to the General Assembly.

According to Belgian Law, the names and identities of the newly elected Executive Committee, including the President, must be communicated to the Belgian register for AISBL’s.. The outgoing Executive Committee will continue in its duty until the end of the General Assembly in which the elections occurred.

**10. ACTIONS**

To achieve its objectives, an Action (see Statutes Article 5) can be established within CETAF, via collaboration between members and/or CETAF body (working groups, special interest groups and other collaborative working initiatives – see under Article 5 - Coordination)

CETAF bodies should be open to any member interested in joining. For the establishment of a CETAF Action (via a CETAF body), a proposal needs to be submitted to the Executive Committee and General Assembly for approval. A proposal should specify the overall aims, products, term and timeline (if the Action was to be effective for a limited period of time), resources ascribed for its functioning and development, and the coordinator(s) or leaders of the Action.

For the implementation and operation of a specific Action, the participating members should develop Terms of Reference and a Work Plan, according to the CETAF Guidelines on working groups and in accordance with the CETAF Statutes and the CETAF Strategy and Strategic Development Plan in effect.

If resources are committed to an Action by participating member institutions, those resources remain under their authority thus avoiding the situation where CETAF must act as a contractor/financial manager.

If additional economic support for the organization, dissemination and development of an Action is required from CETAF (cf. budget line for CETAF bodies), the application for financial support should include a detailed budget and work plan. Such applications will be addressed to the Executive Committee who will evaluate it and, subject to the availability of funds, will approve / reject the application. Applications will be dealt with in the order in which they are received, a register of which will be maintained by the General Secretariat.

Upon establishment of an Action by the General Assembly, the Action is required to report regularly to the General Assembly about its development and progress, in the form of a brief report to be circulated prior to the General Assembly and/or a brief presentation of progress during a General Assembly. Upon termination of an Action, a final report is to be presented to the General Assembly, including any documents, developments or products that will become part of the records and resources of CETAF. Working groups and initiatives created under CETAF are requested to maintain a strong connection within CETAF and strive to maintain the CETAF identity at the forefront in link with the group’s activities, outcomes, products etc.

Any outputs and products produced through the work of an approved Action are to be approved by the General Assembly and shared with all members of CETAF. If members participating in an Action are subject to specific dissemination rights or obligations by the funders, this needs to be clearly stated in the original proposal and reporting.

The approved CETAF Action will have a specifically dedicated space on the CETAF website, and will thus form part of the promotion and diffusion activities undertaken by CETAF.

SECTION V – Executive Committee

**11. THE EXECUTIVE COMMITTEE**

The Association shall be administered by the Executive Committee under the chairmanship of the President of the General Assembly, according to Article 30.

The Executive Committee has the particular responsibilities to:

* the financial management of the association, which shall include the preparation of the budget and the laying down of the annual scale of membership fees and presenting the annual accounts;
* the submission of the report of the activities of the association to the General Assembly;
* the assessment of membership applications and the proposal of them to the General Assembly
* the implementation of the resolutions and taking of positions by the association;
* the creation of working bodies and the implementation of their operating procedures;
* the development of the CETAF strategy for approval by the General Assembly;
* the approval of the General Secretariat work plan;
* the drawing up the annual work plan of the Association;
* the preparation of the legal reporting on the activities of the Association;
* and the implementation of any additional actions and tasks as delegated by the General Assembly.

The Executive Committee consists of five different positions: a President, a Vice-President, a Treasurer, a Secretary and a maximum of four (4) Ordinary Members.

The members of the Executive Committee, termed administrators in the Statutes, are elected at the General Assembly for a period of four (4) years. Their mandates may be renewed according to the Statutes, Article 25.

In the case that there is a vacancy on the Executive Committee during a mandate or the resignation of the President occurs, Articles 25 and 26 of the Statutes define the procedures.

In the case of conflict on the Executive Committee with any of the legal positions, the Executive Committee may hold a vote of no confidence. According to the Statutes (Article 28) the outcomes are based on the majority decision of the Executive Committee. This decision would then be placed on the Agenda of the subsequent General Assembly, as outlined in Article 33.

**12. EXECUTIVE COMMITTEE MEETINGS**

The Executive Committee (under Articles 25-34 of the Statutes) is the body engaged with the functioning and administration of CETAF. All powers of management and administration, under the responsibility of the President, are vested on the Executive Committee, as a collegiate body towards third parties, without prejudice of those reserved to the General Assembly.

The Executive Committee may delegate the daily running of CETAF, with the use of the signature pertaining to that management, to the Executive Director.

Meetings of the Executive Committee may be in person or by telephone conference call or by a comparable means of communication, as outlined in Article 28.

Additional individuals can be invited to the meetings of the Executive Committee, on an *ad hoc* basis to provide specialist input, after proposal by any of the members of the Executive Committee and agreement amongst the Executive Committee.

The President is responsible for convening the meetings of the Executive Committee and for elaborating the corresponding Agenda. The convocation and organisation of meetings is outlined in Article 27 of the Statutes. The President and Executive Director will collate the documentation or information that is required in advance of a scheduled meeting.

Deliberations and voting by the Executive Committee are outlined in Article 28.

The procedures related to the keeping of the Minutes of the Executive Committee meetings are outlined in Article 29 of the Statutes.

SECTION VI – General Secretariat

**13. THE GENERAL SECRETARIAT**

The delegation of the day to day running of the Association to the Executive Director and the process of nominating or revoking the Executive Director are outlined in Articles 35 and 36 of the Statutes. Despite the number of people ascribed to the General Secretariat, for the purpose of the Bylaws, the General Secretariat will be considered as a single unit, and unless otherwise specified, the Executive Director will be responsible for the management, tasks and activities developed by the unit.

The General Secretariat will assist the President with the day-to-day business and undertake activities to support the objectives of the Association, as outlined in the General Secretariat work plan.

The General Secretariat work plan will be developed by the Executive Director for discussion and approval by the CETAF Executive Committee on a yearly basis every . A review panel may be established by the Executive Committee to undertake a review of the General Secretariat, if and when deemed necessary.

SECTION VII – The Budget

**14. THE ANNUAL BUDGET**

The funds belonging to CETAF shall be used solely in the service of its objectives. Information on the auditing of the accounts, financing of the Association and on the financial year are outlined in Articles 39-41 of the Statutes. In reference to Article 40, external sources of money should be in harmony with the principles (mission, vision and the values) and objectives of the Associations. Each and all sources of funding will be duly recognized.

**15. FINANCIAL MANAGEMENT**

For handling financial resources on behalf of CETAF, the Executive Committee can approve the opening of bank accounts and engage in necessary contracts with financial institutions via the Executive Director. Payments for the day to day running of the General Secretariat and the staff are validated by the Executive Director. Payments for external services or other types of payment in excess of 10,000 Euros are to be communicated to the Executive Committee for approval.

The annual statements of CETAF will comprise a Balance Sheet including expenses and incomes that will be submitted to the General Assembly.

Internal auditing of the CETAF accounts is outlined in Article 39. The CETAF annual accounts will not be externally audited, unless otherwise decided by the General Assembly with a majority vote.

The balance for the previous calendar year will be presented, together with the auditing report, in the spring General Assembly, the budget for the following year will be presented and voted upon in the autumn General Assembly.

SECTION VII – Other items

**16. VALIDITY**

These Bylaws shall be considered valid from the date of their approval by the General Assembly and will remain so until further amended by the General Assembly or until CETAF is legally dissolved and liquidated.

**17. LANGUAGES**

For the purpose of functioning and governing the CETAF working language will be English. Other languages may be used for communication materials and outreach within CETAF, or from CETAF about CETAF.