



EUROSCIENCE

European Association for
The Advancement of Science and Technology

STATUTES

Approved by the EuroScience General Assembly on July 11, 2018 in Toulouse

Article 1: NAME, LEGAL STATUS, REGISTERED OFFICE

- 1) The Association is an international, independent and non-profit-making association with the name of:
 - (French) EuroScience (Association Européenne pour la Promotion de la Science et de la Technologie)
 - (English) EuroScience (European Association for the Advancement of Science and Technology).
- 2) The Association is established according to the local laws of associations prevailing in the departments of Haut Rhin, Bas-Rhin and Moselle, regulated by the article 21 et sq. of the local civil code (law of 1908).
- 3) The Association is registered in Strasbourg (France).

Article 2: DURATION

- 1) EuroScience is established for an indefinite period of time.

Article 3: ORGANISATIONAL STRUCTURE

- 1) EuroScience comprises the following structural elements:
 - the MEMBERS
 - the GENERAL ASSEMBLY
 - the GOVERNING BOARD
 - the PRESIDENT
 - two VICE-PRESIDENTS
 - ELECTED and ADMINISTRATIVE OFFICERS
 - the EXECUTIVE COMMITTEE
 - WORKING GROUPS AND LOCAL SECTIONS
 - the ESOF COMMITTEE.

Article 4: OBJECTIVES

- 1) EuroScience is an association active throughout all fields of science, i.e. the social sciences and humanities, mathematics and computer science, natural, medical and technical sciences.
- 2) EuroScience is a pan-European platform for scientists, engineers, students and all those interested in the pursuit of science and technology for the greatest benefit of European society with the objectives
 - to provide its members with an effective voice in discussions and policy making about science and technology and society in Europe;
 - to promote a scientific culture and a dialogue and mutual understanding between science and society, amongst others in order to warrant the free, but responsible pursuit of knowledge to the greatest benefit of society;

- to foster a European spirit amongst its members through discussions of issues of importance to many;
 - to facilitate co-operation between all stakeholders in science and technology in Europe, and thus contribute to the understanding of science and technology as a common endeavour for the benefit of Europe and its citizens;
 - to further collaboration among European scientific institutions, as well as scientific and technological relations between Europe and the rest of the world.
- 3) It will pursue these objectives by actively engaging in study, debate, publications, providing platforms, and any other requisite activities, including taking part in any association or group if that contributes to achieving EuroScience's objectives, at the European as well as national levels.
 - 4) In order to pursue its objectives, EuroScience also initiates and participates in the organisation of scientific conferences in Europe that bring together stakeholders in science and technology in an open forum with a free exchange of information across disciplines and between science and society. These ESOF (European Science Open Forum) meetings are complemented by smaller topical meetings and by regional meetings.

Article 5: MEMBERS

- 1) Membership of EuroScience is open to all natural and legal persons who support the objectives of EuroScience and are willing to contribute to achieving those objectives.
- 2) There are five *membership* categories:
 - *Members at large – Associate Members*
 - *Full Members or Voting Members*
 - *Fellows*
 - *Honorary Members*
 - *Corporate members.*
- 3) *Members at large – Associate Members* are natural persons who have registered through the website of EuroScience, its webzine EuroScientist or at ESOF, and who choose not to pay contribution, but to be entitled to participate and speak in the General Assembly, without voting rights.
- 4) *Full Members or Voting Members* are natural persons who have registered through the website of EuroScience, its webzine EuroScientist or at ESOF, and who choose to pay contribution and enjoy the maximum rights of EuroScience members. These rights include full voting rights during the General Assembly and voting by correspondence, as well as the right to be elected as members of the Governing Board, on the condition that they have paid their membership contribution prior to the election.
- 5) *EuroScience Fellows*, to be appointed by the Governing Board, are natural persons who have made highly outstanding contributions to science or innovation and association with EuroScience will assist EuroScience in achieving its objectives. Unless EuroScience fellows are also Full Members or Voting Members, they have no voting rights, nor can they be elected.

- 6) *Honorary members* are natural persons who have been particularly meritorious for EuroScience and who have been significantly contributing to European science and society. The honorary EuroScience Vice-Presidents will be automatically granted the honour of becoming Honorary EuroScience Member. Honorary EuroScience Members have full voting rights, and they can be elected to elective positions.
- 7) Institutes, organisations, enterprises and other stakeholders in science and technology can become *Corporate Members* in one of a number of categories to be decided by the Governing Board. All corporate members shall be represented in EuroScience by a person delegated for that purpose by their competent body, and possessing power of proxy in writing. Such a person has full voting rights and is eligible to being elected to the Governing Board. Each Corporate Member has the right to nominate up to 14 additional persons who shall enjoy the same benefits as voting members, however, without the right to vote and be elected.
- 8) The Governing Board shall establish the scale of contributions, which will include reduced contributions for early career researchers and students as well as members of organizations with which EuroScience has concluded agreements of joint membership. The scale of contributions will include the possibility of paying once for becoming a Full (Voting) Member for Life.
- 9) Similarly the Governing Board shall decide about the principles that will underlie the benefits the various member categories will enjoy, without prejudice to the provisions in paragraphs 3, 4, 5, and 6 above.

Article 6: PARTNERSHIPS

- 1) EuroScience actively seeks partnerships with public and private, not-for-profit or for-profit organizations to assist in achieving its objectives and to increase the impact of its activities. It shall ensure that any such partnership is in line with EuroScience's objectives, and any standards and codes of conduct it establishes.

Article 7: RESOURCES

- 1) The Association's resources shall comprise:
 - a) the contributions of members;
 - b) donations and legacies;
 - c) income from Partnerships;
 - d) the proceeds from fund-raising activities;
 - e) revenues from the interest on capital;
 - f) subsidies granted by public or private benefactors;
 - g) income from contracts and grants for activities and projects in fields having a bearing on the objectives of the Association;
 - h) income from the sale of publications;
 - i) any other income that does not conflict with the objectives of EuroScience.

Article 8: THE GENERAL ASSEMBLY AND VOTE BY CORRESPONDENCE

Sovereign power

- 1) Collectively, all members with voting rights form the highest level for making decisions within EuroScience. Collectively, members exercise their powers through the General Assembly and through voting by correspondence.

Responsibilities

- 2) The powers and responsibilities of the Members include:
 - a) To decide on the general policy of the Association, and to adopt resolutions and statements to this effect at a General Assembly;
 - b) To elect in a vote by correspondence the President on the basis of a list of one (or more) candidates proposed by the Governing Board for a term of office of four years;
 - c) To elect in the same vote by correspondence eleven (11) additional members to the Governing Board for a period of four (4) years from a list of candidates proposed by the Governing Board on the basis of applications received after an open invitation to the members to submit their candidacy;
 - d) To adopt at a General Assembly a report by the President on the activities of the Association in the two previous years, a report by the Secretary General on the activities of the Office, and by the Treasurer on the financial situation of the Association and the financial planning for the two years ahead;
 - e) To adopt at a General Assembly the financial accounts of the previous year after they have been audited by a certified public accountant. As long as the General Assembly meets only once every two years the General Assembly authorises the Governing Board to approve provisionally the financial accounts of the year prior to the one the General Assembly does not meet after they have been audited by a certified public accountant. This provisional approval is subject to the formal approval by the next General Assembly.
 - f) To discharge at the General Assembly the Secretary-General and the Treasurer from liability for the financial policy and management during the previous two years;
 - g) To remove from office elected or co-opted members of the Governing Board in case of inactivity or conduct against the interest of the Association – the decision to be taken at a General Assembly;
 - h) To amend at a General Assembly the Association's Statutes;
 - i) To declare at a General Assembly the dissolution of the Association.

Voting by correspondence

- 3) Voting by correspondence can be done in writing, by e-mail, on the Internet or by any other technology deemed appropriate.

- 4) The results of the vote by correspondence shall be valid irrespective of the number of members exercising their right to vote.
- 5) The results of the votes by correspondence shall be entered into a register signed by the President and the Secretary-General and held in the custody of the Secretary General who shall make it available to all members of EuroScience on request.
- 6) If deemed necessary by the Governing Board, or at the request of 10% of EuroScience's full voting members, the President shall put issues, not pertaining to dissolution of the Association or amendments to the Statutes, in writing to the members for a vote by correspondence. The Rules of Procedure shall provide for proper arrangements.

The General Assembly

- 7) A General Assembly shall be held during the European Science Open Forum (ESOF) Meetings, whether ESOF meetings will be biennial or annual. Invitations to attend the General Assembly will be extended to all Euroscience Members. In general, a General Assembly can also be attended by all other persons with an interest in EUROSCIENCE's activities. Voting is, however, restricted to full members with voting rights.
- 8) Three months before the scheduled date of the Assembly, all members shall be informed by the President and the Secretary General about date and place. Also, a draft agenda must be attached which shall specify the items to be discussed.
- 9) No later than twenty-one (21) calendar days prior to the meeting, ten (10) full members of EuroScience may request that other items, not being amendments to the Statutes, are placed on the agenda. Such a request shall be made known to all members of EuroScience by correspondence.
- 10) Members who cannot attend the General Assembly can only participate in votes by instructing by electronic mail the Secretary-General at least one week in advance how to vote in their behalf. The Secretary-General shall bring a list of all such persons together with their voting instructions to the General Assembly for inspection.
- 11) The Governing Board may invite observers to the meetings of the General Assembly.

Decisions

- 12) The General Assembly shall decide on issues a), and d) through f) above by a simple majority of all those members with a right to vote who are present and voting, and on issues g) through i) by a three-fourths majority of all those members with a right to vote who are present and voting. Those who abstain are counted as voters.
- 13) Decisions of the General Assembly shall be valid irrespective of the number of members present, with the exception of decisions to dissolve the Association.
- 14) The decisions of the General Assembly shall be entered into a register signed by the President and the Secretary-General and held in the custody of the Secretary General who shall make it available to all members of EuroScience.

Article 9: GOVERNING BOARD

Composition, terms of office

- 1) The Governing Board shall comprise up to seventeen members, one of whom is *ex officio* the Secretary-General, who will be a non-voting member. They shall all be voting members of EuroScience known for their active interest and expertise in science and matters relating science and society, and their willingness to contribute actively to EuroScience. A balanced composition as far as fields of science and technology, geographical origin, professional background, gender and age are concerned shall be endeavoured. Governing Board members shall act in a personal capacity.
- 2) The Rules of Procedure shall provide for arrangements to draw up the list of candidates for the Governing Board, to be submitted for a vote by correspondence to all EuroScience members at least four weeks before the closing date of the election. These arrangements may include for the Governing Board to establish a Search Committee whose members are well aware of the duties of Governing Board members and will propose to the Governing Board a final selection of the candidates to put up for election. The incumbent Governing Board shall indicate on this list who is the candidate for President for the new term.
- 3) The members with voting right can select up to twelve (12) candidates from the list that has been distributed. The twelve (12) top-rated candidates constitute the new Governing Board. If there are at the last stage of this procedure more persons with an equal number of votes than there are remaining Governing Board positions, lots will be drawn following a procedure to be established by the Secretary General who shall ensure that no person with an interest in the outcome is involved. The full voting results will be communicated on EuroScience's website.
- 4) In the case that the candidate proposed for President is not among the 12 top-rated candidates, these 12 elected members elect in a secret vote a President among themselves. If no candidate gets an absolute majority, a second round shall decide among the candidates with the highest and second-highest number of votes. This procedure is to be repeated until a candidate obtains an absolute majority of the votes. The outcome of the election will be communicated on EuroScience's webpage.
- 5) The elected members of the Governing Board may co-opt additional members. At no moment shall there be more than 4 co-opted members. Their mandate expires at the same time the mandate of the elected members expires.
- 6) If the President after one term of office decides not to continue as President, he/she shall be given a seat as co-opted member to serve one term of office as Former President, if he/she so wishes.
- 7) The term of office of members of the Board shall be four years, starting at the General Assembly following their election, at the moment the new President takes over from the incumbent one, or when the incumbent President continues to be the President, at the moment he or she calls the new Governing Board in function. If a vacancy arises due to decease, withdrawal or removal from office of an elected member, he/she will not be replaced.

- 8) A member may serve for up to two consecutive terms of office (8 years). The Governing Board pursues to replace on average one third of its members every four years. For this purpose, the Governing Board shall inform the EuroScience members which members cannot or will not stand for election when these elections are announced and applications for candidature are invited. Members of the Governing Board who have served two terms are eligible to be elected again to the Board after four years.
- 9) The Governing Board will appoint from the list of the 11 members, elected in addition to the President, two Vice-Presidents and the Treasurer.

Responsibilities

- 10) Subject to the general policy established by the members at a General Assembly and the provisions of the Statutes, the Governing Board is in charge of EuroScience. In particular, the powers and responsibilities of the Governing Board include:
 - a) To organise every four years elections for the Governing Board and establish for that purpose a Search Committee to interview candidates and propose to the Governing Board a final selection to put up for election. In particular the Governing Board shall propose a candidate for President among the candidates. In years when a General Assembly will be held, elections shall be held at least three months before the General Assembly;
 - b) To elect two Vice-Presidents and a Treasurer from amongst its elected and co-opted members;
 - c) To appoint the Secretary-General for a period of four years (renewable); to appoint a Deputy Secretary-General for a period of up to four years (renewable) as it sees fit. The GB decides on the remuneration, if any, of the Secretary-General and, if relevant, of a Deputy Secretary-General;
 - d) To supervise all activities of EuroScience;
 - e) To initiate or accept Local Sections, Working Groups, or other organisational structures as EuroScience structures; as well as to dissolve them or withdraw their rights to act as EuroScience structure after due process. The President's report to the General Assembly shall explicitly mention such cases with all relevant arguments;
 - f) To establish Governing Board committees, if these are deemed necessary to carry out the Board's duties, in which case the Rules of Procedure shall provide for any necessary arrangements.
 - g) To prepare the General Assembly meetings;
 - h) To adopt the Association's annual budget within the limits of the two-year financial planning voted by the members at a General Assembly; and in a year when the General Assembly does not meet to approve provisionally subject to formal approval by the next General Assembly the financial accounts of the previous year after they have been audited by a certified public accountant;
 - i) To appoint a certified public accountant for auditing the accounts;

- j) To decide whether or not to accept donations, legacies and the usufruct of capital on behalf of EuroScience;
- k) To approve and amend the Rules of Procedure to implement the Statutes;
- l) To decide on provisions necessary to implement the Statutes not foreseen in the Rules of Procedure.

Meetings, decisions

- 11) The Governing Board shall be convened at least once per annum. It must be convened at the request of one quarter of its members.
- 12) For decisions to be valid, a Board meeting must have a quorum of half its members present or represented. Members of the Governing Board cannot be represented by another Governing Board member in a proxy capacity. The President or one of the Vice-Presidents must be present.
- 13) The Governing Board shall decide by a majority of the voting members present or represented. In the event of a tie, the President has a casting vote.
- 14) The decisions shall be entered into a register signed by the President and the Secretary General who shall keep it in his custody and make it available to members of the Association for consultation.

Other

- 15) Members of the Governing Board shall not be remunerated.

Article 10: The PRESIDENT and VICE-PRESIDENTS

- 1) The President chairs the Governing Board, the Executive Committee and the General Assembly. The President actively liaises with other stakeholders in European science and technology to strengthen the position of the Association.
- 2) Two Vice-Presidents shall assist the President and each replaces him/her if necessary. The President can, respecting the provisions of these Statutes, assign specific responsibilities to each of the Vice-Presidents.
- 3) The President may serve for a maximum of two consecutive terms (8 years).

Article 11: The SECRETARY-GENERAL

- 1) The Secretary General's powers shall include:
 - The management of the office (including the recruitment of the necessary staff to support the activities of EuroScience), the administrative activities, and the finances of EuroScience;
 - The supervision of the preparation of the meetings of the Executive Committee, the Governing Board and the General Assembly, as well as the implementation of their decisions;

- The preparation of the annual budget and the two-year financial planning in consultation with the treasurer;
 - The preparation of the closure of the accounts of the previous year and their audit by an external auditor, in consultation with the Treasurer;
 - The conclusion, not prejudicing what is provided for in paragraph 3 of Article 15, and implementation of contracts following from decisions of the Governing Board and from the approved annual budget;
 - The representation of EuroScience as provided in Art. 15.1, under the coordination of the President.
- 2) The Secretary General, in consultation with the Treasurer, shall be responsible for the control and administration of all investment, endowment and trust funds and such other funds as the Governing Board may designate. Any policies with respect to these funds shall be discussed and agreed in the Executive Board.
 - 3) The Secretary General shall report to the President and the Governing Board.

Article 12: The TREASURER

- 1) The Treasurer shall, together with the Secretary General, propose to the Governing Board the annual budget, and a medium- and long-term financial strategy and planning for the Association for approval.
- 2) The Treasurer shall in particular, together with the Secretary General, develop a fund raising strategy.
- 3) The Treasurer shall, in general, advise and assist the Secretary General in exercising his/her financial responsibilities.
- 4) Financial documents to be put to the Governing Board and the General Assembly shall need the prior approval of the Executive Committee.
- 5) The Treasurer shall report to the General Assembly.

Article 13: The EXECUTIVE COMMITTEE

- 1) The Executive Committee shall consist of the President, the two Vice-Presidents, the Secretary General and the Treasurer as ordinary members. If the former President is a member of the Governing Board, he/she may be invited to attend the Executive Committee meetings in an advisory capacity.
- 2) The Executive Committee shall prepare and implement the Governing Board's decisions.
- 3) Publication of any documents that could implicate the liability of the Association requires authorisation by the Executive Committee.
- 4) The Executive Committee shall meet at least once every three months. The Secretary General, in consultation with the President, convenes the meetings that may be held by

conference call or video conference. A quorum of three ordinary members, including the Secretary General, is necessary for decisions to be valid.

- 5) The Executive Committee endeavours to reach unanimity, but, if necessary, decisions are taken by a simple majority vote, with the President having a casting vote.
- 6) The Executive Committee can invite as appropriate Governing Board members to attend meetings of the Executive Committee as observers. Governing Board members may request the President if they could attend meetings of the Executive Committee.

Article 14: WORKING GROUPS & LOCAL SECTIONS

- 1) The Governing Board can establish dedicated working groups which are open to all interested members of EuroScience to further the objectives of EuroScience, and to actively involve its members. The Rules of Procedure shall establish the arrangements with which all Working Groups shall comply.
- 2) Wherever possible, EuroScience members or the Governing Board will initiate Local Sections, where 'local' means any geographical delineation that is deemed useful to gather members of EuroScience in order to enhance its local impact. Any Local Section will need the written approval of the Governing Board before it may announce itself as EuroScience Local Section. Local Sections may establish their own financial accounts and meet any local legal obligations which may be necessary. Local sections must submit an annual report on activities and finances to the Governing Board. The Rules of Procedure shall establish the arrangements with which all Local Sections shall comply.
- 3) The Governing Board may decide to dissolve dedicated working groups or withdraw the right of a Local Section to continue as EuroScience Local Section. The Rules of Procedure shall provide for proper procedures to be followed in such cases.

Article 15: REPRESENTATION AND SIGNATURE RIGHTS

- 1) General representation of EuroScience is the responsibility of the President, the Vice-Presidents, the Secretary-General or where necessary other Governing Board members.
- 2) The President and the Secretary-General shall, jointly and severally, represent the Association in all official deeds. If necessary, they can delegate this authority to either one of the Vice-Presidents.
- 3) Signature rights for EuroScience bank accounts are given to the President or his/her replacement when needed, the Secretary General, the Deputy Secretary General and the Treasurer. Individual transactions that exceed 10.000 Euros require two signatures.
- 4) Contractual arrangements for the purpose of operating the Association shall be signed by the Secretary-General. Other contractual arrangements legally binding the Association for a period of more than two years require the signatures of the President and the Secretary-General. The Rules of Procedure shall define the powers of delegation, including to staff of the Association, of the President and the Secretary-General.

- 5) Any legal actions to which the Association is a party, as plaintiff or defendant, shall be undertaken under the responsibility of the Governing Board. The President and the Secretary-General shall, jointly and severally, represent EuroScience in such actions.

Article 16: EUROSCIENCE OPEN FORUM (ESOF)

- 1) The Governing Board is responsible for the organization of biennial (or annual) EuroScience Open Forum (ESOF) meetings as an important instrument for EuroScience to achieve its objectives. ESOF events provide a European platform for all parties interested in science and technology to present scientific and technological developments at the cutting edge of research; to stimulate the European public's awareness of, and interest in science and technology; to foster a European dialogue on science and technology, society and policy, and to bring together European science and technology organizations and societies.
- 2) For the purpose of organizing regular EuroScience Open Forum (ESOF) events, the Governing Board shall establish, together with selected partners providing significant support to EuroScience/ESOF, an ESOF COMMITTEE with the aim to define and maintain the nature of ESOF in accordance with the objectives of EuroScience, to solicit and evaluate proposals to host ESOF events, and to assess and rank the participants if a competition is organized. The Governing Board ensures that the interests of EuroScience are duly safeguarded, and that the composition and the rules of procedure of the ESOF supervisory body strictly exclude any conflicts of interest related to anyone of the proposals in a particular competition. The members of the ESOF Committee representing EuroScience will normally be members of the Governing Board, but the GB may decide to appoint non-GB members as appropriate. The GB appoints the chair of the ESOF Committee. Such a person must be a Full member of EuroScience and have knowledge of and been actively involved in ESOF events. The ESOF Committee shall inform the EuroScience Governing Board of the outcome and the rationale of the ranking. The Governing Board analyses the advice and either accepts it or, when not accepting, requests the ESOF Committee to provide explanations or even to reconsider its advice.
- 3) The Governing Board sees to it that proper organizational arrangements for each ESOF event are put in place in a timely manner, and that the interests of EuroScience and the truly European nature of ESOF are duly safeguarded.
- 4) Legal agreements will be established between EuroScience and the local organising structure for each ESOF event.

Article 17: AMENDMENT OF THE STATUTES

- 1) The collective members of the Association with voting rights at a General Assembly shall have the sole power to amend the Statutes of the Association and vote in accordance with Article 8.12.
- 2) The Governing Board shall notify the EuroScience members at least one month in advance of a General Assembly of any amendment to the Statutes on which the members at the General Assembly have to decide. Twenty-five (25) full members may request no later than forty-five calendar days before a General Assembly meeting that a particular

amendment is tabled, in which case the Governing Board attaches its recommendation to that particular amendment.

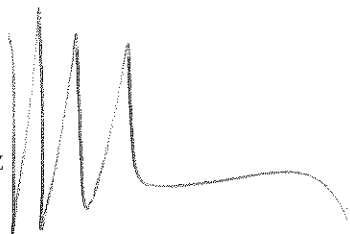
- 3) Amendments to the Statutes shall take effect only after the publicity requirements specified in the applicable legal provisions have been fulfilled.

Article 18: DISSOLUTION OF THE ASSOCIATION

- 1) The collective members with voting rights at a General Assembly shall have the sole power to declare the dissolution of the Association, at a meeting specially convened at least three (3) months' notice for that purpose. The collective members with voting rights at that Assembly shall decide on the arrangements for the liquidation of the Association as well as on the beneficiaries of the net liquidation assets on a proposal by the Governing Board.
- 2) Voting shall be in accordance with Article 8.12.

Done in Strasbourg on September 11th, 2018

Michael Matlosz
President

A handwritten signature in black ink, consisting of several vertical strokes followed by a horizontal line that curves to the right.A handwritten signature in black ink, featuring a large, stylized initial 'P' followed by the name 'Tindemans' in a cursive script.

Peter Tindemans
Secretary General

