

**STATUTES EUROSCIENCE ADOPTED BY THE GENERAL ASSEMBLY
ON 17 JULY 2006**

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 Promotion 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 seat of the Association is Strasbourg (France).

Article 2: DURATION

- 1) EUROSCIENCE shall be established for an unlimited duration.

Article 3: MEMBERS, BODIES and OFFICERS

- 1) EUROSCIENCE has
 - MEMBERS;
 - a GENERAL ASSEMBLY;
 - a GOVERNING BOARD and its committees
 - an EXECUTIVE COMMITTEE;
 - a CORPORATE ADVISORY BOARD;
 - a GOVERNANCE COMMITTEE for EUROSCIENCE OPEN FORUMs (ESOF);
 - ELECTED and ADMINISTRATIVE OFFICERS.

Article 4: OBJECTIVES

- 1) The scope of EUROSCIENCE includes the humanities, jurisprudence, social sciences, economics, mathematics, 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 common to all;
 - 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, 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.

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 four *ordinary membership* categories:
- *Individual members*
 - *Student members*
 - *Life members*
 - *Corporate members*,
- all of whose rights and obligations shall be determined in the Rules of Procedure of EUROSCIENCE.
- 3) The Governing Board can confer *honorary membership* to individuals whose association with EUROSCIENCE will assist EUROSCIENCE in achieving its objectives on the basis of their outstanding contributions to European science and society.
- 4) Individual, student and life members shall be eligible to being elected to as well as to vote for membership of the Governing Board; they shall also have the right to vote in all other decisions of the General Assembly.
- 5) 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 is eligible to being elected to the Governing Board and shall have the right to cast one vote in elections for the Governing Board, and in all other decisions of the General Assembly.
- 6) Honorary members serve in an advisory capacity. They have no voting rights, nor can they be elected to elective positions.

Article 6: RESOURCES

- 1) The Association's resources shall comprise:

- a) the subscription fees of members;
- b) donations and legacies;
- c) the proceeds from fund-raising activities;
- d) revenues from the usufruct of capital;
- e) subsidies granted by public or private benefactors;
- f) contracts for activities and projects in fields having a bearing on the objectives of the Association;
- g) income from the sale of publications;
- h) any other income that does not conflict with the objectives of EUROSCIENCE.

Article 7: GENERAL ASSEMBLY

Composition

- 1) The General Assembly shall be the sovereign body of the Association; it shall consist of all members with the right to vote. Honorary members serve in an advisory capacity.

Responsibilities

- 2) The powers and responsibilities of the General Assembly include:
 - a) To determine the general policy of the Association, and to adopt resolutions and statements to this effect;
 - b) To elect sixteen (16) members of the Governing Board whose term of office will take effect immediately after the meeting of the General Assembly;
 - c) To confirm in particular the appointment of the President, two Vice-Presidents and the Treasurer who shall be among the sixteen elected members of the Governing Board. The Governing Board shall propose one candidate for President, and one or more for each of the other offices;.
 - d) To adopt the status report of the President describing the ongoing activities as well as the events held, actions undertaken and documents published since the previous General Assembly;
 - e) To adopt the financial accounts of the last two years which shall be audited by a certified public accountant; as well as the financial planning for the two years ahead as presented by the Treasurer; and by doing so, discharge the Secretary-General and the Treasurer for the financial policies conducted;
 - f) To appoint, on the proposal of the Governing Board, the certified public accountant for the auditing of the next financial accounts;
 - g) To approve the amount of the annual subscriptions;
 - h) 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;

- i) To change or discontinue on the proposal of the Governing Board dedicated working structures;
- j) To amend the Association's Statutes;
- k) To declare the dissolution of the Association.

Meetings

- 3) The General Assembly shall meet every two years. Its meetings shall be convened at least three months before the scheduled date of the Assembly jointly by the President and the Secretary General with a draft agenda attached.
- 4) No later than twenty-one (21) calendar days prior to the meeting, ten (10) ordinary members of EUROSCIENCE may request that an item be placed on the agenda. Such a request shall be made known to all members of EUROSCIENCE.
- 5) Each member with the right to vote may be represented at meetings of the General Assembly by another member whom the former has empowered in writing or by fax or electronic mail, to vote on his behalf. No member may cast votes by proxy for more than three other members.
- 6) The Governing Board may invite observers to the meetings of the General Assembly.

Decisions

- 7) The General Assembly shall decide on issues a) through g) above by a simple majority of all those members with a right to vote who are present and voting, and on issues h) through j) by a two-thirds majority of all those members with a right to vote who are present and voting. Those who abstain are counted as voters.
- 8) When electing members of the Governing Board, EUROSCIENCE members entitled to vote shall be offered the possibility of casting their vote in advance. The Rules of Procedure (referred to in Article 8.7) shall provide the requisite arrangements.
- 9) Decisions of the General Assembly shall be valid irrespective of the number of members present, with the exception of decisions to dissolve the Association.
- 10) 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.
- 11) If deemed necessary by the Governing Board, or at the request of 10% of EUROSCIENCE's ordinary 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.

Article 8: GOVERNING BOARD

Composition, terms of office

- 1) The Governing Board shall comprise up to twenty-five members, one of whom is ex officio the Secretary-General, who in case he/she will be remunerated will be a non-voting member. They shall all be ordinary 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 to the General Assembly.
- 3) Sixteen (16) members are elected by the General Assembly. The President, the Vice-Presidents and the Treasurer shall be among these sixteen members. The elected members of the Governing Board may co-opt additional members. At no moment shall there be more than 8 co-opted members. In case the candidate proposed for President is not elected by the General Assembly, the sixteen elected members may exceptionally decide to co-opt a non-elected member of EUROSCIENCE as President, in which case the General Assembly needs to be informed forthwith and confirm the new President. In case none of the candidates proposed for another office than the President's one are not elected by the GA, the sixteen elected members choose one of their number for that office, and inform the General Assembly forthwith.
- 4) If the President after two terms of office decides not to continue as President, he/she shall be given one seat as co-opted member to serve one term of office as Former President, if he/she so wishes
- 5) The term of office of members of the Board shall be two years, to be counted from one General Assembly to the next one. A term of office commencing in between two General Assemblies shall be counted as one full term. If a vacancy arises due to decease, withdrawal or removal from office of an elected member, he/she will not be replaced unless the Governing Board co-opts another member to complete his/her term of office .
- 6) A member may serve for up to three consecutive terms of office. The Governing Board pursues to replace on average one third of its members every two years. For this purpose the Governing Board shall inform the General Assembly before the latter's meeting which members cannot or will not stand for election. Members of the Governing Board who have served three terms are eligible to be elected to the Board after two years.

Responsibilities

- 7) Subject to the general policy established by the 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 propose to the Assembly for its confirmation the President of the Association, two Vice-Presidents and a Treasurer, for a two-year term of office. If the General Assembly renews their election to the Governing Board, they are automatically re-elected in their offices, unless they prefer to serve as ordinary member;
 - b) To appoint the Secretary-General for a two-year period, renewable;
 - c) To supervise all activities of EUROSCIENCE;
 - d) To initiate or accept Local Sections, Working Groups, or other organisational structures as EUROSCIENCE structures; as well as to propose to the General Assembly to change or discontinue them;
 - e) 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. In any case the Governing Board shall establish a Finance Committee;
 - f) To prepare the General Assembly meetings;
 - g) To adopt the Association's annual budget within the limits of the two-year financial planning adopted by the General Assembly; as well as the yearly audited accounts;
 - h) To propose to the General Assembly a certified public accountant for auditing the accounts for the period from the upcoming General Assembly meeting up to and inclusive the next one;
 - i) To decide whether or not to accept donations, legacies and the usufruct of capital on behalf of EUROSCIENCE;
 - j) To approve and amend Rules of Procedure to implement the Statutes;
 - k) To decide on provisions necessary to implement the Statutes not foreseen in the Rules of Procedure.

Meetings, decisions

- 8) The Governing Board shall be convened on the occasion of each General Assembly and at least once per annum . It must be convened at the request of one quarter of its members.
- 9) For decisions to be valid, a Board meeting must have a quorum of half its members present or represented. A member of the Governing Board may be represented by another Governing Board member whom he/she has empowered in

writing, by fax or electronic mail. A member of the Board may not represent more than one other member by proxy. The President or one of the Vice-Presidents must be present.

- 10) 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.
- 11) 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

- 12) Members of the Governing Board shall not be remunerated. The Governing Board may, however, decide on a remuneration to the Secretary-General.

Article 9: The PRESIDENT and VICE-PRESIDENTS

- 1) The President of the Association chairs the General Assembly, the Governing Board and the Executive Committee meetings in order to arrive at the Association's policies, activities and positions. 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 replace him/her if necessary.
- 3) The President may serve for a maximum of three consecutive terms (6 years).

Article 10: The SECRETARY-GENERAL

- 1) The Secretary General's powers shall include:
 - To manage the office (including the recruitment of the necessary staff to support the activities of EUROSCIENCE), the administrative activities, and the finances of EUROSCIENCE;
 - To supervise the preparation of the meetings of the Executive Committee, the Governing Board and the General Assembly, as well as the implementation of their decisions;
 - To prepare the annual budget, the two-year financial planning and the accounts within a medium- and long-term financial planning prepared by a Committee on Finances of the Governing Board;
 - To enter into contracts that have been approved by the Governing Board or follow from specific activities provided for in the approved annual budget.
- 2) The Rules of Procedure may provide provisions on the maximum amount of payments the Secretary-General can authorise without consulting the Finance Committee ..
- 3) The Secretary-General shall be answerable to the General Assembly through the Governing Board.

Article 11: The TREASURER and the FINANCE COMMITTEE

- 1) The Treasurer shall chair a Governing Board Finance Committee that comprises the Treasurer, the Secretary-General and up to three other members of the Governing Board. It shall be responsible for proposing to the Governing Board a medium- and long-term financial strategy and planning for the Association, and for establishing guidelines within which the Secretary-General exercises his/her financial responsibilities. The Rules of Procedure shall provide for proper arrangements for the Finance Committee.
- 2) The Treasures shall advise and assist the Secretary-General whenever desirable in exercising his/her financial responsibilities.
- 3) Financial documents to be put to the Governing Board and the General Assembly shall need the approval of the Finance Committee.
- 4) 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 Finance Committee.

Article 12: 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 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 responsibility 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.

Article 13: REPRESENTATION

- 1) The President shall represent the Association in all official deeds. On the request of the President, or if no such request is possible, either one of the Vice-Presidents can replace the President.

- 2) Documents legally binding on the Association shall be signed by the President and by another member of the Executive Committee referred to in Article 12.
- 3) 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 or one of the Vice-Presidents will represent EUROSCIENCE in such actions.

Article 14: CORPORATE MEMBERS ADVISORY BOARD

- 1) A Corporate Members Advisory Board to the Governing Board may be created with the objective to provide advice and recommendations to the Governing Board on matters relevant to the corporate members
- 2) The Corporate Members Advisory Board has the objective to ensure that the voice of EUROSCIENCE's corporate members are adequately heard in order to support and enhance EUROSCIENCE's objectives.
- 3) Every corporate member, as defined in article 5, has one seat on the Corporate Members Advisory Board. If the number of corporate members exceeds 50, the corporate members shall elect the representatives for the Corporate Members Advisory Board among themselves to a maximum of 50.
- 4) The President and the Secretary-General plus three additional Governing Board members represent the Governing Board within the Corporate Members Advisory Board.
- 5) The Chair and a Vice-Chair of the Corporate Members Advisory Board shall be elected for a period of two years, renewable for one more period of two years during its first meeting by a simple majority of those members present and voting. However, neither of the two shall be part of the Governing Board. Thereafter, the chair and the vice-chair are elected every second year during a meeting of the Corporate Members Advisory Board. The vice-chair shall assist the Chair and replace her/him if necessary.
- 6) For its first meeting, the Corporate Members Advisory Board will be convened by the President. Henceforward, the Corporate Members Advisory Board will be convened by its Chair acting together with the President.
- 7) Advice and recommendations can put forward pro-actively by the Corporate Members Advisory Board or may be requested by the Governing Board. Any advice and recommendation are directed to the Governing Board only, and can only be made public on behalf of EUROSCIENCE with the consent of the Governing Board.
- 8) The Corporate Members Advisory Board will define its own rules of procedure.
- 9) The Governing Board shall be the sole authority empowered to declare the dissolution of the Corporate Members Advisory Board. Decisions relating to the dissolution shall be taken by a two-thirds majority of the Governing Board.

Article 15: DEDICATED WORKING STRUCTURES

- 1) The Governing Board can establish dedicated working structures 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 finance to the Governing Board. The Rules of Procedure shall establish the arrangements with which all Local Sections shall comply.
- 3) The Governing Board may propose to the General Assembly to dissolve dedicated working structures or to 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 16: EUROSCIENCE OPEN FORUM (ESOF)

- 1) The Governing Board is responsible for the organization of a 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; and to foster a European dialogue on science and technology, society and policy and to bring together European science and technology organisations and societies.
- 2) For the purpose of organising regular EUROSCIENCE OPEN FORUM (ESOF) events, the Governing Board shall establish the ESOF GOVERNANCE 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 recommend to the GOVERNING BOARD the winners of the ensuing competition. Core membership will be from past and present Governing Board members and will include the President, Secretary General and Treasurer. If a member has an interest in a particular proposal, he/she shall temporarily resign until after the selection of the winner. The Rules of Procedure shall provide detailed arrangements for membership of the ESOF GOVERNANCE COMMITTEE.
- 3) The Rules of Procedure shall also provide arrangements for Terms of Reference, composition and procedures for the essential committees that shall be established by or with involvement of the Governing Board for each particular ESOF event.

- 4) Legal agreements will be established between EUROSCIENCE and the local organising structure for each ESOF event.

Article 17: AMENDMENTS to the STATUTES

- 1) The General Assembly shall have the sole power to amend the Statutes of the Association and vote in accordance with Article 7.6.
- 2) The Governing Board shall notify the EUROSCIENCE members at least one month in advance of a General Assembly meeting of any amendment to the Statutes on which the General Assembly is to decide. In deviation from the provisions of Article 7.4 twenty-five (25) 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

The General Assembly shall be the sole authority empowered to declare the dissolution of the Association, at a session specially convened with at least three (3) months' notice for that purpose. The 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.

Voting shall be in accordance with Article 7.6.

Done in Strasbourg on