

European Science Engagement Association

Statutes¹

EUSEA – European Science Engagement Association

German: Europäische Gesellschaft für „Science Engagement“

Section 1: Name, Seat and Scope of Activities

The name of the non-profit scientific Society is „Eusea – European Science Engagement Association” (German: Europäische Gesellschaft für “Science Engagement”).

- (1) The Society has its seat in Vienna and extends its activities particularly to the countries of the European Union and the countries associated with it; but it also operates beyond them.
- (2) The establishment of branch societies is not envisaged.
- (3) The business year is the calendar year.

Section 2: Purpose

- (1) The purpose of the Society is to provide a platform and a network for its members and to encourage the promotion and development of public engagement fostering dialogue between science and society. The Society is not profit-oriented.
- (2) The Society pursues exclusively and directly non-profit-directed goals. The Society acts unselfishly, it does not pursue proprietary economic purposes in the first place.

Section 3: Means of Attaining the Society’s Purpose

The Society’s purpose is attained through the immaterial and material means mentioned in sections 2 and 3. The list of immaterial means includes:

- 1) conferences, lectures, meetings, events, discussions, working groups, workshops, projects
- 2) the exchange, analysis and documentation of the experience made by the members
- 3) the development of appropriate activities generating dialogue between science and society
- 4) incentives and ideas for public engagement activities for science and science events

¹ As approved by the EUSEA General Assembly on May 18, 2018 in Madrid, Spain

- 5) advising existing and newly created science communication organisations
- 6) co-operation with, and exchange between organisations having the same or similar spheres of activities (Scientific and Higher Education Institutions, Policy Makers, Science and Technology Associations, National and International Networks, Municipalities, Science Centres.)
- 7) open to comparable organisations having the same purpose
- 8) overview of public engagement activities in Europe and beyond
- 9) carrying out dissemination activities for science events alone or with other organisations
- 10) issuing appropriate internal and external information materials
- 11) the development of, and exchange between, travelling exhibitions and joint projects
- 12) participation in public engagement events of other partners
- 13) advising organisations and individuals planning public engagement activities, also for interested persons
- 14) support in attracting sponsors by writing letters of recommendation
- 15) organising the exchange of students, pupils, employees.
- 16) the development, production and exchange of educational materials

The required material means shall be raised through

- I) membership fees
- II) grants or subsidies from the public authorities
- III) promotion by private and public agencies
- IV) donations and sponsoring
- V) income from the events and other appropriate measures serving the Society's purpose
- VI) legacies and other contributions

Section 4: Types of Membership

The Society's members may be ordinary members, extraordinary members, sponsoring members and honorary members, and may be individuals or corporate bodies, depending on the type of membership.

- a) Ordinary members shall comprise exclusively corporate bodies (enterprises, institutes, public institutions) which participate in science communication.
- b) Extraordinary members shall be those individuals or corporate bodies who/which show an interest in the Society's work.
- c) Sponsoring members shall be those individuals or corporate bodies who/which support the Society.
- d) Honorary members shall be individuals or corporate bodies who/which are made honorary members in recognition of exceptional merits for the Society.
- e) The Board shall ensure that the majority of the ordinary members have their seat within Europe.

Section 5: Acquisition of Membership

- (1) Applications for membership shall be addressed to the Board by at least one member of the Board.
- (2) The Board shall decide unanimously on the admission of ordinary, extraordinary, and sponsoring members. The admission may be refused without any reason being given.
- (3) The conferment of honorary membership shall be made by the General Assembly upon the Board's proposition.

Section 6: Termination of Membership

- (1) Membership shall terminate upon a person's death, by voluntary withdrawal or by expulsion; in the case of institutional members also by the end of the institution.
- (2) In case of voluntary withdrawal, memberships can only be terminated at the turn of the fiscal year, and withdrawals must be announced to the Board in writing at least three months before the next fiscal year starts.
- (3) The Board may expel a member on two thirds vote, if such member fails to pay the membership dues for more than six months despite two written reminders and the granting of a reasonable additional time for payment. The obligation to pay the membership fees falling due shall not be affected thereby.
- (4) The expulsion of a member from the Society may be ordered by the Board on two thirds vote also on account of other violations of the members' obligations, dishonorable conduct or interference with the Society's purpose.
- (5) The deprivation of an honorary membership may be decided by the General Assembly upon the Board's proposition for the reasons listed in paragraph 4 on two thirds vote.

Section 7: Rights and Duties of the Members

- (1) The members are entitled to make use of the Society's facilities.
- (2) Ordinary, extraordinary and honorary members have voting rights at the General Assembly.
- (3) Only representatives of ordinary, of extraordinary and of honorary members are eligible for election to the Board and as Auditors.
- (4) The members are obliged to use their best efforts for the promotion of the Society's interests and to abstain from any action that could be prejudicial to the Society's reputation and purpose. They have to comply with the Society's Statutes and the decisions of the Society's executive bodies. The ordinary, sponsoring and extraordinary members are obliged to pay the respective membership fees in the amounts determined by the General Assembly.

Section 8: The Society's Executive Bodies

The Society's executive bodies are the General Assembly, the Board, the Executive Director, the Auditors, and the Arbitral Tribunal.

(It is for the sake of brevity that only the male designations of persons, like Chairman [he] are used here. It goes without saying that these terms also refer to their female counterparts where applicable.)

Section 9: The General Assembly

- (1) The ordinary General Assembly shall take place at least once a year.
- (2) An ordinary General Assembly shall be convened by decision of the Board, whereas the extraordinary General Assembly, upon a written, substantiated request by at least one quarter of the members entitled to vote, or if requested by the Auditors.
- (3) All members shall be invited to attend the ordinary General Assembly or an extraordinary General Assembly at least four weeks before the date of the meeting. The convocation notice for the meeting shall be accompanied by the agenda. The convocation shall be effected by the President.
- (4) Motions on the General Assembly shall be submitted to the President in writing at least two weeks prior to the convocation notice for the General Assembly.
- (5) Valid decisions – except decisions on a motion to convene an extraordinary General Assembly – may be made only on items included in the agenda.

(6) All members are entitled to attend a General Assembly. Corporate bodies shall be represented by their designated nominee. The transfer of the voting right to another member with voting rights by way of a written proxy is permitted.

(7) The General Assembly has a quorum, if half of the number of members entitled to vote (see section 7, number 2 and 3) are present. If the General Assembly lacks the quorum at the hour set for the meeting, the General Assembly should be closed and reopened with the same agenda, and shall have a quorum regardless of the number of persons appearing, if at least 20% of the members are present, including at least three Board members.

(8) Elections and decisions at the General Assembly are made by a majority of votes. Decisions on amendments of the Statutes or on the dissolution of the entire Board or the Society shall require the approval by a qualified majority of two-thirds of the valid votes cast.

(9) The President shall preside over the General Assembly. If he (and his deputy) are prevented, the oldest attending member of the Board shall take the chair.

(10) Votes may also be cast in writing. For this purpose, all the members entitled to vote shall have to be requested in writing to do so. The vote may be expressed only by „yes“ or „no“. At least half the number of all the members entitled to vote shall have to respond.

Section 10: Range of Duties of the General Assembly

The following acts are reserved to the General Assembly:

- a) the acceptance² of the report on the Society's activities and the statement of
- b) accounts;
- c) the approval³ of the budget and the future action plan;
- d) the election and removal of members of the Board and the Auditors;
- e) the approval of legal transactions between members of the Board and Auditors, on the one hand, and
- f) the Society, on the other hand;
- g) determining the membership fees for ordinary, extraordinary, and sponsoring members;

² The term "acceptance" is used for the past.

³ The term "approval" is used for the future.

- h) the confirmation and deprivation of honorary membership;
- i) decisions on amendments to the Statutes and on the voluntary dissolution of the Society;
- k) deliberations and decisions on other items on the agenda.

Section 11: The Board

(1) The Board consists of five persons, representing members of the Society: The President and the Vice-President and three other Board members. If the President is prevented then the Vice-President acts as President.

(2) The Board shall be elected by the General Assembly. If and when an elected member of the Board retires, the Board shall have the right to co-opt another eligible member to replace him until the next General Assembly, such co-option to be subsequently approved at the following General Assembly. Should the Board, without complementing itself through co-option, fail to function altogether or for an unforeseen long period, each Auditor shall be obliged to convene an extraordinary General Assembly for the purpose of electing a new Board.

Should the Auditors not be able to act or not be available either, each ordinary member realizing the emergency situation shall have to request the competent court without delay to appoint a trustee who shall have to call an extraordinary General Meeting immediately.

(3) The term of office of the members of the Board is two years, and Board members stay in the Board until the new Board members are elected.

(4) Re-election is possible for two continuous terms (a maximum of continuous 6 years).

(5) The Board shall be convened by the President in writing or orally. If he and the Vice President are prevented for an unforeseeably long period of time, any one of the Board members may call a meeting of the Board.

(6) The Board shall meet at least once in a calendar year. A written vote shall pass for a meeting. In other respects, Section 9 shall apply mutatis mutandis, except as otherwise provided.

(7) The Board shall have a quorum, if and when all the members had been invited and at least half the number of its members including the President and/or the Vice-President is present.

(8) The Board's decisions may be made in writing without a personal meeting having to be held, if all the Board members receive a signed written request from the President to cast their votes and at least three Board members have voted.

(9) The Board shall adopt its decisions by a majority of the votes cast. If the number of the votes cast is equal to or larger than the number of the rejecting votes cast, the motion shall be deemed carried.

(10) The President shall preside over the Board meetings. If he and the Vice-President are prevented, another Board member appointed by the President shall take the chair

(11) Apart from a Board member's death or the lapse of his term of office, the office of a member of the Board shall terminate if he is dismissed or resigns.

(12) The General Assembly may at any time dismiss the entire Board or individual Board members. Such dismissal shall take effect on the date on which the period of office of the new Board or the new Board member commences.

(13) The members of the Board may at any time tender their resignation in writing. The statement of resignation shall be addressed to the President, or to the General Assembly if and when the entire Board resigns. Such resignation shall take effect at the date of the resignation.

Section 12: Range of Duties of the Board

The following matters fall in particular within the scope of the Board's activities:

(a) the management of the Society and

(b) the admission and expulsion of Society members. Incumbent on the Board shall be all the duties that have not been assigned to another executive body. Its scope of activities shall specifically include:

I) the convocation of the ordinary and extraordinary General Assembly;

II) the administration of the Society's assets;

III) the preparation of the annual budget and the drafting of the report on the Society's activities and the statement of accounts;

IV) the preparation of the General Assembly;

V) the employment and dismissal of the Society's staff e.g. the Executive Director

VI) the deferral of payment, or the reduction, of membership fees for specific members for one term of office at a time.

Section 13: Special Duties of Individual Board Members

- (1) The President represents the Society externally. Written communications executed by the Society require the President's signature or the Executive Director's signature to be valid; in respect of money matters (= any drawings on more than one quarter of the Society's assets) the signatures of the President and a second Board member.
- (2) The President together with another Board member may delegate a defined procuration to the Executive Director.
- (3) Any legal business transacted between the Board members and the Society requires the General Assembly's approval⁴ and acceptance⁵ to be valid.
- (4) Legal powers to represent the Society externally or to sign on its behalf may be conferred only to members of the Board, with the Executive Director to be informed in each individual case.
- (5) In the event of imminent danger, the President shall be entitled to give instructions on their own responsibility also on matters which come within the sphere of activities of the General Assembly; such instructions shall require the subsequent approval by the General Assembly.
- (6) One Board member, appointed by the Board, shall be responsible for the proper handling of the Society's monetary assets.

Section 14: The Executive Director

- (1) The Executive Director is appointed by the EUSEA Board.
- (2) The Executive Director's contract lasts for a period of 4 years. The position is linked to the elected EUSEA President. The contract can be extended after four years if the EUSEA Board decides to continue the cooperation. The change in Executive Directors should be scheduled for August in the respective year, allowing a time of transaction between the newly elected president and the new Executive Director.
- (3) The Executive Director shall support the President and the Board in the conduct of the operations of the Society.
- (4) The Executive Director shall be responsible for day to day business of the Society in accordance with the joint instructions given by the Board.
- (5) The Executive Director should normally be invited to attend Board meetings.

Section 15: The Auditors

⁴ The term "acceptance" is used for the past,

⁵ The term "approval" for the future.

(1) The two Auditors shall be elected by the General Assembly for a period of two years. Re-election shall be possible for a maximum of continuous two terms (a maximum of continuous 6 years).

(2) The Auditors are responsible for controlling the current business and examining the statement of accounts. They have to report the findings of their examination to the General Assembly.

(3) In other respects, the provisions regarding the termination of the Board members' office by resignation or death shall apply mutatis mutandis to the Auditors.

Section 16: The Arbitral Tribunal

(1) Any and all disputes arising from the societal relationship shall be settled by the Society's internal Arbitral Tribunal.

(2) The Arbitral Tribunal shall be composed of three (representatives of) ordinary members or honorary members of the Society. It shall be formed by one party to the dispute naming a member in writing to the Board, who is to act as an arbitrator. Upon the Board's request, to be made within two weeks, the other party to the dispute shall on its part name a member to the Board within another two weeks to act as a member of the Arbitral Tribunal.

Following written notification to be given by the Board within two weeks, the named arbitrators shall elect a third ordinary or honorary member within two further weeks to act as the chairman of the Arbitral Tribunal. In the event of a parity of votes, the decision among the named persons shall be made by drawing lots.

(3) The Arbitral Tribunal shall take its decisions in the presence of all its members and by a majority of the votes cast. The President, or another Board member if he is prevented, can attend all the meetings without having a right to vote. The Arbitral Tribunal shall take its decisions to its best knowledge and belief. Its awards shall be final for the Society's internal purposes.

(4) The Arbitral Tribunal's award may also be arrived at in writing if the chairman of the Arbitral Tribunal so requests. The award shall have to be signed by at least two members of the Arbitral Tribunal.

Section 17: Dissolution of the Society

(1) A voluntary dissolution of the Society can be decided upon only at an extraordinary General Assembly convened specifically for that purpose, and only by a two-thirds majority of the valid votes cast.

(2) This General Assembly shall also decide on the Society's liquidation if and when any Society's assets exist. In particular, it shall have to appoint a liquidator and pass a resolution as to whom such liquidator shall transfer the Society's assets remaining after the liabilities have been covered. Such assets shall benefit another organization legally accepted as non-profit organisation.

(3) The last Board shall have to notify the competent authorities of the voluntary dissolution within the period prescribed by law, and shall also be required to announce it in writing in any other manner in accordance with the laws.