



## **RULES OF THE ASSOCIATION**

Approved at the 6<sup>th</sup> EBSA General Assembly, July 1997, Orléans, France.

Modification of point 2.3 was approved at the 8<sup>th</sup> General Assembly, July 2003, Alicante, Spain

Modification of point 2.3 was approved at the 9<sup>th</sup> General Assembly, August 2005, Montpellier, France

Modification of point 2.3 was approved at the 11<sup>th</sup> General Assembly, July 2009, Genoa, Italy

### **1. Objectives of the Association**

1.1 The objectives of the association shall be to advance the science of biophysics and to advance the education of the public in the science of biophysics (Constitution Clause C).

1.2 The Association is a non-profit making organization and its facilities shall be made available as far as possible to members as well as non-members.

1.3 The association shall maintain charitable status as defined under British Law, within the jurisdiction of the High Court of the UK. The majority of the assets of the Association will be held in the UK.

1.31 The Constitution is the document approved by the charity commissioners: this may be amended by a resolution passed at a General Assembly, see section 8.

1.32 The Executive Committee are the Charity Trustees, with the legal obligation to ensure the proper management of the Charity according to the constitution.

### **2. Administration and Membership**

2.1 Membership of the association shall be open to all Biophysical Societies in the European area, who are denoted as the "Member Organizations". All individual members of the Constituent Societies shall enjoy equal privileges within the Association.

2.2 The affairs of the Association shall be conducted by the General Assembly, the voting members of which shall be composed of the Executive Committee plus the EBSA Past-President plus the President of each Society (or a nominated representative) as the voting delegate from each Member Organization.

The General Assembly is quorate if ten voting members are present. In the absence of a quorum, business other than a change of Constitution (see section 8) may be decided by a mail ballot.

2.3 The General Assembly shall elect an Executive Committee to serve for a term of office, normally two years and not more than three years.

The Executive Committee shall consist of up to ten voting members drawn from different member societies where possible, and including the following officers: President, Vice-President, Past-President, Secretary, Treasurer and Managing Editor of EBJ. The Vice-President will be the president for the next term. The President and the Vice-President cannot be elected for a following term. All other members of the Executive Committee shall serve for a single term, being eligible for re-election, but shall generally serve not more than three consecutive terms at most.

The Vice President, Secretary, Treasurer, and, if necessary, the President, will be elected separately by a majority of the valid member votes cast. A valid vote is one which carries the name of one and only one of the candidates. In the case of a tie the acting president casts the deciding vote.

None of the Executive Committee shall be a delegate of the Society of which he or she is a member.

The Executive Committee has the power to co-opt up to four additional full members of the committee for specific purposes.

2.4 Except where explicitly stated otherwise in the Constitution or Rules, any matter to be decided by the General Assembly shall be decided by a simple majority of those eligible to vote at a meeting of the General Assembly.

2.5 The following decisions have to be confirmed by the General Assembly:

2.51 the adaptation or modification of the Constitution (section 8.1)

2.51.1 the adaptation or modification of the rules of the association (section 8.2)

2.52 the election of the members of the Executive Committee to take office from the end of the General Assembly (section 2.3)

2.53 the acceptance into EBSA of any new Member Organization (section 2.8)

2.54 the approval of the accounts

2.55 the fixation of annual dues

2.56 the acceptance of gifts larger than one tenth of the annual income of EBSA

An interim decision on any of the above matters except modification of the Constitution can be taken by the Executive Committee and has to be presented for confirmation at a subsequent General Meeting or General Assembly.

2.6 The Secretary shall give at least four (calendar) months' notice of the General Assembly to Member Societies, and shall invite nominations for the Executive Committee and proposals for discussion by the General Assembly, both of which should be notified in writing to the Secretary at least two months before the General Assembly. The Executive Committee may also make nominations. The agenda, including resolutions for discussion, will be notified to Member Organizations one month in advance of the assembly.

2.7 The Executive Committee shall elect the EBSA Publications Committee as a sub-committee with responsibility for the management of all EBSA Publications. This Committee will consist of two Officers of EBSA and ex officio the Managing Editor of the European Biophysics Journal.

2.8 New admissions of Biophysical Societies to membership of the Association are to be decided by the General Assembly, provided that the Society making the application has lodged full details and documentation of its activities with the Secretary at least two months before the General Assembly Meeting. Any Constituent Society is free to withdraw from the Association at a meeting of the General Assembly provided notice of such withdrawal has been communicated to the Secretary at least two months before the General Assembly.

2.9 Mail ballot: shall be conducted amongst those eligible to vote at the previous General Assembly. Issues are then decided as soon as possible by a simple majority vote of those responding within the time requested, except for a ballot involving a change of rules when a two-thirds majority is required (see section 8.2).

### **3. Meetings of the Association**

3.1 The General Assembly of the Association shall convene at least every three years.

3.2 A General Meeting may be called with one month's notice, stating the business to be discussed. Such a General Meeting may be called either by the Executive Committee, or by the Secretary in response to a written request from at least ten members of the previous General Assembly.

3.3 EBSA Biophysics Congress: the Executive Committee may seek proposals from Member Societies for organizing this Congress, and will then invite one or more Societies to act as host organization.

3.4 Organizers of Open Meetings of Member Societies or Joint Meetings of Member Societies may seek endorsement of their meetings by the Executive Committee by submitting details of such meetings in advance to the Secretary. The responsibilities for organization and finance rest within the individual societies concerned.

### **4. Exchange of Information**

Each Member Society shall provide information on its activities to the Secretary for circulation to all member organizations of the Association.

### **5. Attendance at Meetings of Member Societies**

Any individual member of a member organisation may, on making proper application, be admitted to an Open Meeting of a Constituent Society other than his own, on the same terms as if he were a member of that Society.

### **6. Central Fund**

There shall be formed a central fund composed of membership fees, royalties and other income. The fund shall be applied to further the objectives of the Association at the discretion of the Executive Committee.

**7. Dissolution of the Association**

The Association may be dissolved by the Executive Committee following the appropriate procedure indicated in the constitution, (Clause V: see appendix)

**8. Changes to the Charity Statutes or Rules of the Association.**

8.1 The Constitution charity statutes may be altered according to the Constitution, (Clause U: see appendix).

8.2 The Rules of the association may be altered by a simple majority vote at any General Meeting, if there is a quorum of two-thirds of the total number of voting members, (see section 2.2) or by mail ballot when a two-thirds affirmative majority vote is required. Proposed changes must be notified in writing to the Secretary, at least one month before a General Meeting. The Secretary shall in turn notify all Constituent Societies of such proposals, one month before the General Meeting. No change in the Rules shall be made which would conflict with the Charity Statutes.

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**Appendix:**

Extracts from the Constitution referred to above:

**Clause U: Alterations to the Constitution**

(1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a General Assembly. The notice of the General Assembly must include notice of the resolution, setting out the terms of the alteration proposed. (2) No amendment may be made to Clause A (the name of charity clause), Clause C (the objects clause), Clause J (Executive Committee members not to be personally interested clause), Clause V (the dissolution clause), or this clause (U) without the prior consent in writing of the Charity Commissioners. (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law. (4) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

**Clause V: Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have the power to realize any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine, or failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.