

THE EUROPEAN ASSOCIATION OF SCIENCE EDITORS

STATUTES AND BYE-LAWS

STATUTES

Most recently amended by AGM 2018

Article 1. NAME

The name of this organization shall be the European Association of Science Editors or, briefly, EASE, referred to in these statutes as “the Association”. The Association shall be registered in England and Wales as a company limited by guarantee.

Article 2. PURPOSE

1. To promote improved communication in science by providing efficient means for cooperation among editors of publications in the sciences.
2. To assist the efficient operation of publications in the sciences.

The Association shall be organized and operated exclusively for scientific and educational purposes and shall not be operated for profit.

Article 3. BYE-LAWS

The Association shall establish bye-laws covering the organization and procedures to be followed.

Article 4. MEMBERSHIP

Membership shall be open to:

1. Individuals engaged in editing and publishing in the sciences and allied professions.
2. Individuals who hold or have held responsibility in the editing or management of publications in the sciences.
3. Corporate members, which are organizations that edit, manage or produce publications in the sciences and wish to register membership for three or more people, each of whom must be named and each of whom shall have full membership privileges. Each member shall be treated as if he/she was an individual member, whose membership shall not be transferrable. Regulations for 'Members' shall include corporate members. One person shall be appointed as the corporate representative to whom copies of the journal and all other communications, other than those relating to notices of Annual General Meetings, and the election of officers, shall be sent, for distribution to the other members.

Membership in categories 1) and 2) above shall be inscribed in the names of individual members, not in the names of journals or other bodies that may pay an individual's subscription.

The term “in the sciences” in 1), 2) and 3) above shall be interpreted as widely as possible, in accordance with Item 4 of the Articles of Association.

4. Membership shall mean membership of the company limited by guarantee, incorporated in England and Wales, registered number 4049507, and all members shall have a liability to

the company not exceeding GBP 1.00 (one British pound) should the company be wound up. This limited liability to continue for one year after a member has resigned.

Article 5. ADMINISTRATION

The affairs of the Association shall be administered by the General Assembly and, on behalf of the General Assembly, by the Council. The General Assembly is the highest authority of the Association. Transactions of a General Meeting or General Assembly shall include:

1. Reports from the Officers and the Council, including the presentation of audited accounts;
2. Reports from Chairmen of committees and working groups and from persons to whom special tasks have been entrusted by the Council or General Assembly;
3. Presentation of amendments, if any, to the statutes and to the bye-laws, and voting on amendments, if any, to the statutes;
4. Election of Officers and Council;
5. Any other business: the Annual General Meeting of the Association may transact Any Other Business, communicated to the members in a notice of agenda to be sent out not later than 56 days before the meeting.

All members have the right to attend and to participate at the Annual General Meeting. Each member of good standing, with membership fees fully paid has one vote, and may appoint a proxy by completing the appropriate Form of Proxy, which must be submitted for approval by Council in advance of the Annual General Meeting.

Decisions of the Annual General Meeting shall be by simple majority of votes, except for those on amendments to the statutes and on the dissolution of the Association which shall be transacted as determined by Articles 8 and 9. If there is no clear majority the Chairman of the meeting shall have a casting vote. If requested by at least one-third of the members present, or by the Council, voting shall be by ballot. The President of the Association, or in his/her absence, the first or second Vice-President shall act as Chairman of the Annual General Meeting.

The term "audited" in the above and in Article 10, Bye-law B4 and Bye-law G3 shall be taken as referring to an independent review by an appropriately qualified person or persons.

Article 6. COUNCIL

Council consists of a President, the immediate Past President, two Vice-Presidents, a Secretary and a Treasurer, and such further ordinary members as are provided for in the bye-laws. The President, Secretary, Treasurer and Vice-Presidents shall be the Officers of the Association.

The President, Past President and Treasurer shall be directors of the Association under the company law of England and Wales. At the discretion of Council, any or all of the Officers of the Association may receive payment from the Association for services rendered to the Association. In cases where payment is made to any Officer of the Association, that person shall not serve as a director of the Association.

Any two offices may be held by the same person provided that, if payment is made in respect of either or both offices, or for any other service provided to the Association, that person shall not serve as a director of the Association.

Council conducts the business of the Association between Annual General Meetings in accordance with the statutes and bye-laws and recommendations of the General Assembly.

In the event of the President's office becoming vacant between two meetings of the General Assembly, his or her duties are automatically taken over by the first and second Vice-President, in that order.

All directors of the company limited by guarantee shall resign as directors on completion of their term of office, or on their resignation or dismissal as Council members

Article 7. COLLABORATION WITH OTHER ORGANIZATIONS

The Association may cooperate with organizations with similar purposes in other regions. Such cooperation may take the form of joint committees, delegation of observers, etc. Persons with special talents, interests or experience appropriate to the agenda may be invited to attend meetings of the Association.

Article 8. AMENDMENT OF THE STATUTES

The Articles and Regulations of the Association can be amended only at an Annual General Meeting, following the result of a postal ballot among the entire membership. Amendments may be proposed by the Council or by at least ten members acting in concert. Proposals for amendments must be received at least 120 days before an Annual General Meeting by the Secretary, who shall send them to members not later than fifty-six days before the Annual General Meeting. The amendments shall take effect immediately on ratification by a two-thirds majority of the votes cast.

If a General Assembly cannot be held within the normal period (see Bye-law F 1), the matter shall be decided by the postal ballot. A two-thirds majority of the votes cast is required.

Article 9. DISSOLUTION

The Association shall be dissolved only by a postal ballot among the entire membership and by a two-thirds majority of the votes cast.

Upon dissolution the Council shall distribute the assets and accrued income of the Association to one or more non-profit organizations with objects akin to its own. The recipient(s) shall be determined by the Council of the time.

Article 10. FINANCES

The Association has power to request and receive funds from organizations or individuals. The funds of the Association shall be held in custody by the Treasurer who shall present audited accounts annually.

Article 11. REPRESENTATION

The official representative of the Association shall be the President or a person appointed by the President. All contracts involving the Association shall be signed by the President and one other Officer.

BYE-LAWS

Most recently amended by Council on 30 October 2014

A. MEMBERS

1. The Secretary shall be empowered to decide whether an application for membership is eligible under Article 4 of the Constitution and shall admit to membership any applicant who is in his or her opinion eligible. Should there be any doubt, the President or another Officer shall decide the matter.
2. Membership may be terminated by resignation and any member whose annual subscription is more than one year in arrear shall be deemed to have resigned, provided that at least two reminders have been sent after the original request, unless otherwise decided by the Council.

3. The Council shall have full power to invite observers to attend meetings of the Council or the Association.

B. OFFICERS AND ORDINARY MEMBERS OF THE COUNCIL

1. The President shall preside at meetings of the Association and its Council, shall rule on questions of procedure that may arise, and may appoint ad-hoc committees at his or her discretion.
2. A Vice-President shall fulfil the duties of the President at any meeting from which the latter is absent. In the event of the President's office becoming vacant between two Annual General Meetings, the Council shall appoint a Vice-President to succeed the President.

In the event of a vacancy occurring through the death or resignation of a Council member, or elevation to another post, in between two successive Annual General Meetings, the President, acting on the advice of the Council, shall have power to appoint a replacement for the unexpired part of the term of office.
3. The Secretary shall maintain the records of the Association and its Council, shall call meetings of the Association and Council as provided for in the bye-laws, shall keep the minutes of such meetings and shall be responsible for all secretarial duties required by the activities of the Association.
4. The Treasurer shall collect and disburse the funds of the Association and shall be responsible for its accounts and the annual presentation of audited accounts.
5. The number of elected members of the Council shall not exceed ten in addition to the immediate Past President who is a member of Council *ex officio* in accordance with Article 6 of the statutes. The Council may co-opt up to three additional members.
6. (a) A Chief Editor shall be appointed by the Council on the recommendation of the Editorial Board to serve for a period of three years, renewable for a further two terms of three years.

(b) The Chief Editor may attend meetings of the Council *ex officio*.

C. TERMS OF OFFICE

1. The President, Vice-Presidents, immediate Past President, Secretary, Treasurer, and Ordinary Members of Council shall each serve for a period of three years.
2. Each term of office shall commence with the close of the session of the Annual General Meeting at which the election takes place.
3. After four consecutive terms of office, in any position, no person shall be eligible for immediate re-election to any position on Council until three further years have elapsed from the termination of his or her services.
4. In the event of no candidate presenting for a position, the preceding clause may be waived in respect of that position by special resolution of Council.

D. NOMINATIONS AND ELECTION

1. The President shall appoint three members of the Association to serve as a nominations committee. This committee will serve until the following General Assembly and shall invite the members to submit suggestions for nominations and shall, through the Secretary one hundred and eighty days before a General Meeting, present to the members a list of nominations for each office or position to be filled.
2. The members of the Association may also, not less than ninety days before a General Meeting, nominate in writing to the Secretary any eligible member of the Association for each office or position. Such nominations must be made in writing by two members for each nomination, and should enclose a signed letter from the nominee agreeing to his/her nomination, and a brief Curriculum Vitae of the nominee. These nominees shall be added

to the list drawn up by the nominations committee. If the nominations committee accepts more nominations than there are places to be filled a ballot of members will take place.

3. If a ballot is necessary then, at least fifty-six days before a General Meeting, the Secretary shall send a ballot form to each member who shall vote and return it to the Secretary in a sealed envelope on which has been written the member's name on the outside, and which is marked "postal ballot". The Secretary shall check the validity of the membership and pass the sealed envelope to the scrutinizing committee which has been appointed by the President. Any dispute about the validity of membership shall be decided by the scrutinizing committee under the chairmanship of the President. Election shall be by simple majority of the votes cast in the postal ballot. In the event of a tie, the election shall be decided by the President's casting vote at the General Meeting. The scrutinizing committee shall report to the General Assembly.

E. EDITORIAL BOARD

1. Membership - Membership of the Editorial Board shall be open to any member of the Association willing to serve. The Secretary of the Association shall be a member of the Board *ex officio*, and there may be up to ten additional members chosen by the Editorial Board subject to ratification by the Council. The President of the Association may attend meetings of the Editorial Board *ex officio*. The Chief Editor shall be appointed by the Council (See Bye-law B6 a) and b)) and shall act as Chairman of the Board. The term of office for the Chief Editor shall be three years, renewable for two further terms of three years.

2. Responsibilities - the Editorial Board shall be responsible to the Association for the content, editing and publication of issues of the journal *European Science Editing*, including commissioning articles, reviewing submitted articles with the help of outside reviewers, obtaining books for review and commissioning suitable reviews, and obtaining other suitable material for publication.

The Editorial Board shall consult with the Council on matters that would affect the finances of the Association.

F. MEETINGS

1. The Association shall normally hold an Annual General Meeting each year, but not more than fifteen months after the last AGM, at a time and place agreed by Council, at which members of Council may be elected, and the business affairs of the Association shall be transacted and reports presented to the members.
2. An Extraordinary General Meeting to transact business of the Association may be called at any time by the Council, and one shall be called if the President receives a requisition for such an assembly from a total of at least fifteen members resident in at least four separate countries. At a General Meeting or an Extraordinary General Meeting no matter can be decided upon that has not been specifically mentioned in the agenda of the meeting unless such matter is accepted by a simple majority vote of those present and entitled to vote.
3. The members shall be informed of the time and place of a General Meeting not later than fifty-six days before it is to be held.
4. At all meetings of the Association each member present shall have one vote, and the President shall have a casting vote. Except for decisions described in Articles 8 and 9 of the Statutes all decisions are made by simple majority of the votes cast.
5. The Council shall appoint an organizing committee to be responsible for all arrangements in connection with General Assemblies and conferences, apart from the proceedings.
6. The accounts relating to a General Assembly or conference shall be kept separate from those of the General Fund, and the organizing committee shall present to the Council, not later than one year after the meeting, the audited accounts of the meeting.

7. The Council shall hold a meeting immediately before each Annual General Meeting. Additional meetings of Council may be called by the President or by a majority of the Council.
8. A quorum shall be four members of Council excluding co-opted members.
9. The Council may at any time call technical meetings in addition to the General Meetings.
10. The business at each Council meeting shall include: a. Reports by the President, Secretary and Treasurer; b. Reports by the Chairmen of Committees and Working Groups; c. Setting amounts of dues for the next period.

G. FINANCE

1. The annual membership fee shall be decided by Council. The dues are payable on 1 January each year.
2. The expenses that can be paid include office expenses, publishing expenses and, with the approval of Council, special expenses relating to the operations and activities of the Association. The sanction of the President shall additionally be required for payments external to EASE that exceed GBP 10,000 (or such other sum as Council shall decide).
3. The accounts of the Association shall be balanced as at 31 December each year, and audited accounts shall be presented to the Council before the deadline in the following year that is imposed by company law in England and Wales.

H. COMMITTEES

1. Members of standing committees shall be appointed by the Council. Members of ad-hoc committees and observers shall be appointed by the President.
2. Membership of all committees shall be notified to the members of the Association.

I. POSTAL BALLOTS

1. For all matters to be decided by postal ballot except the election of members of Council (see D), the Secretary shall send a ballot form to each member, and the ballot shall be closed not less than fifty-six days from the date of dispatch of the ballot forms.
2. Electronic forms of communication may be used both by the Association and by its members for all matters to be decided by "postal ballot" or to be notified "in writing".

J. AMENDMENT OF THE BYE-LAWS

1. Amendments of the Bye-Laws may be made by Council under Article 51 of the Articles of Association, or by petition to the President by ten or more members of the Association.
2. Amendments may be achieved at a General Meeting by simple majority of the votes cast.

END