

EMBO

STATUTES & RULES

CONTENTS

Page 2	The EMBO Statutes
Page 9	The EMBO Rules
Page 15	Appendices I – IV

The EMBO Statutes and Rules came into force in 1964.

Changes of Statutes and Rules

- 1980: Thorough revision of the Statutes and Rules
- 1982: Rules: Nomination and election procedure for new EMBO members.
- 1992: Rules: Cooption and election procedure for new EMBO members.
- 2009: Thorough revision of Statutes and Rules
- 2010: Rules: Appendix I 'Nomination and election procedure for ordinary EMBO Members' (Introduction of electronic voting)
- 2011: Rules: Appendix I 'Nomination and election procedure for ordinary EMBO Members' (Change of time line)

THE EMBO STATUTES

2

PREAMBLE

The European Molecular Biology Organization (EMBO) was founded in 1964 by a group of eminent scientists with the mission to promote molecular life sciences. The organization aims directly and indirectly to foster talented researchers and catalyze cross-border co-operation under the premise that "... projects and persons be chosen regardless of nationality and that all of EMBO's activities be guided by scientific excellence ...". Through the annual election of renowned researchers to its membership, EMBO has developed into an influential academy of more than 1300 life scientists who help set the highest standards in research and scholarship associated with the programmes and activities of the organization. EMBO is supported by presently 27 member states of the European Molecular Biology Conference (EMBC), the intergovernmental funding organization of EMBO.

The EMBO statutes, initially approved in 1964, were revised in 1980. Like the previous revision, the current 2009 revision takes into the account the successful development of the organization.

NAME – REGISTRATION – PERMANENCE – OBJECTS

Article 1

- S 1.1** An incorporated association under the name of "The European Molecular Biology Organization (EMBO) (L'Organisation Européenne de Biologie Moléculaire – OEEM)" has been set up under the provisions of Articles 60 and following of the Swiss Civil Code.
- S 1.2** It is a permanent body.
- S 1.3** EMBO shall have its registered seat in Geneva, and shall be registered in the Commercial Register of Geneva, Switzerland.

Article 2

- S 2.1** EMBO pursues exclusively and directly purposes of public benefit according to the section "tax-privileged purposes" of the German Tax Code.
- S 2.2** It is the purpose of EMBO to promote and encourage the development of molecular biology within Europe and beyond.
- S 2.3** EMBO fulfils its statutory purpose particularly by awarding fellowships for international exchange, arranging, organising and sponsoring courses, workshops and lectures, organizing symposia, publishing journals and establishing special advisory committees to further the development of specific areas of molecular biology.

- S 2.4** EMBO acts in a selfless manner. It does not pursue goals primarily serving its own economic interest.
- S 2.5** The funds of EMBO may only be used for its statutory purposes. Members of EMBO shall not receive any benefits from funds of the association.
- S 2.6** No one shall benefit from expenditures extraneous to the purpose of EMBO or from disproportionate remunerations.

MEMBERSHIP

Article 3

- S 3.1** Membership of EMBO shall be open to all persons concerned with molecular biology or other scientific subjects related to it.
- S 3.2** There shall be ordinary and associate members.
- S 3.3** The number of such members to be admitted each year and the method of electing them are provided for in the Rules.
- S 3.4** Associate members shall not have the right to vote.

Article 4

- S 4** Membership of EMBO may be terminated:
- a)** by resignation, which may be tendered with prior notice of not less than six (6) months, to take effect at the end of the calendar year;
 - b)** by expulsion for just cause.

Article 5

- S 5** The members shall not be personally liable for the debts of EMBO; liability is limited to the assets of the Association.

INTERNAL MANAGEMENT

Article 6

- S 6** The organs of EMBO shall be as follows:
- the General Assembly
 - the Council of EMBO

THE GENERAL ASSEMBLY

Article 7

- S 7.1** The General Assembly of members shall be convened from time to time at a place, date and time fixed by the Council which shall give not less than three (3) months prior notice.
- S 7.2** It shall be lawful for the members of EMBO, after being consulted by post (the term “by post” is used in these Statutes to signify “by mail, by fax or by electronic means”), to make any of the decisions by post, or proceed to any of the nominations or elections normally reserved for the General Assembly by the general law or by these Statutes.
- S 7.3** If in any year there is no meeting of the General Assembly, the Council shall, on at least one occasion, take steps to consult the members by post.
- S 7.4** The term “General Assembly” is used in these Statutes and in the Rules to signify the actual meeting of the members in General Assembly as well as the consultation of members by post.

Article 8

- S 8** A meeting of members in General Assembly or a consultation by post shall take place upon a decision of the Council or upon a written request of at least 30 ordinary members or, if the number of ordinary members falls under 150, one fifth (1/5) of the ordinary members, who must either give details of the agenda or the topics which they are proposing to be discussed.

Article 9

- S 9.1** The General Assembly is the supreme organ of EMBO.
- S 9.2** It shall in particular have the inalienable right:
- a)** to agree to and alter the Statutes;
 - b)** to nominate and elect members to the Council, and to nominate and elect new members, both ordinary and associate;
 - c)** to provide for, if necessary, annual contributions to be made and to fix their amount;
 - d)** to vote on the reports presented to them;
 - e)** to decide upon the merger, alteration, and winding up of the Association;
 - f)** to decide upon the expulsion of ordinary or associate members for just cause.

Article 10

- S 10.1** Except where otherwise stated, decisions of the General Assembly are taken by a simple majority vote.
- S 10.2** Every ordinary member shall have one (1) vote.

Article 11

- S 11.1** If a decision is made by the members at a meeting of the General Assembly, at which less than one half (1/2) of the members are present, that decision shall be notified by post to all ordinary members by the Director.
- S 11.2** Within a period of forty (40) days from the date of sending the said notification, ordinary members, or the Council, shall have the right to request that the decision in question should become the subject of a consultation by post.
- S 11.3** If at least thirty (30) of the ordinary members request such a consultation, the Director shall organize the same.

THE COUNCIL OF EMBO

Article 12

- S 12.1** EMBO shall be managed and directed by a Council consisting of:
- a)** nine (9) ordinary members elected by the General Assembly;
 - b)** six (6) ordinary members co-opted by the Council.
- S 12.2** The Council shall choose from among its members a board which shall consist of:
- a)** a Chairperson elected for one (1) year, who shall also be Chairperson of EMBO;
 - b)** a Vice Chairperson elected for one (1) year;
 - c)** a Secretary General who may be chosen from outside the Council.

Article 13

- S 13.1** The term of office for the elected and the co-opted members of the Council shall be three (3) years.
- S 13.2** Members of the Council shall be eligible for immediate reelection or co-option but only for one (1) further term of office.
- S 13.3** Each year five (5) members of the Council shall retire and shall be

replaced by three (3) members elected by the General Assembly and two (2) members co-opted by the Council.

S 13.4 Membership of the Council shall be open only to ordinary members of EMBO.

Article 14

S 14.1 The Council's functions shall cover everything which is of general concern and interest to EMBO. The Council may make any decision which is not expressly reserved for the General Assembly by the general law or these Statutes.

S 14.2 The activities of the Council shall include in particular:

- a)** the achievement of the objects of EMBO, as set out in Article S2 of these Statutes;
- b)** the management of the property of EMBO;
- c)** the appointment of Committees to undertake specific duties within the field of activity of EMBO;
- d)** the convening of the General Assembly in accordance with these Statutes;
- e)** the presentation to the General Assembly of a report on the activities of the Association during the year and of the financial accounts and the Auditor's report;
- f)** the appointment of delegates to congresses and meetings to which EMBO is invited;
- g)** the carrying out of decisions of the General Assembly;
- h)** the changing of the Rules of EMBO;
- i)** the appointment of the Director;
- j)** the appointment of the Auditors.

Article 15

S 15 The Council shall be responsible for the proper management and development of EMBO.

Article 16

S 16 EMBO shall be bound by the signature of its Chairperson or, if he/she is indisposed, of its Vice Chairperson. The Chairperson shall have power, with the consent of the Council, to delegate certain of his/her powers to the Secretary General and to the Director.

FINANCES

Article 17

S 17.1 The finances of EMBO shall consist of funds deriving from the European Molecular Biology Conference (EMBC) and from any other source.

S 17.2 The funds derived from the EMBC shall be separately accounted for.

Article 18

S 18 The financial year shall correspond to the calendar year.

WINDING UP

Article 19

S 19 A resolution for the winding up or merger of the Association shall require the consent of the majority of a quorum of fifty percent (50%) of the ordinary members.

Article 20

S 20 If EMBO is dissolved or liquidated or upon discontinuation of its tax-privileged purposes, its assets shall become the property of the Volkswagen Foundation, which has to use them exclusively and directly for purposes of public benefit according to the German Tax Code.

THE RULES

Article 21

S 21 The Council of EMBO is hereby expressly empowered to adopt and amend from time to time internal rules ("The EMBO Rules") to lay down in more detail the procedures of the organization.

MEMBERSHIP

Nomination and Election of Ordinary Members

- R 1.1** Nomination for new ordinary membership of the EMBO may be made either by an ordinary member or an associate member supported by four (4) other ordinary members.
- R 1.2** For a nomination at least three (3) of the five (5) members nominating or supporting the candidate must be resident in countries other than that in which the candidate resides. The candidate must reside in a Member State of the EMBC.
- R 1.3** No member shall nominate or support more than two (2) candidates in any one year. Candidates who were carried over from the previous year do not count towards this number.
- R 1.4** Nominations must reach the EMBO office by the given deadline.
- R 1.5** Each year the Director of EMBO shall notify Council of the number of valid nominations that have been received by the given deadline.
- R 1.6** Council shall each year decide by simple majority the number of new ordinary members to be elected at the next election.
- R 1.7** In any one year there shall be only one membership election.

Attached to these Rules are the resolutions on the election procedure as adopted by Council (see Appendix I).

Nomination and Election of Associate Members

- R 1.8** Associate membership shall be open to scientists who have made outstanding contributions to molecular biology or related sciences, who normally reside in countries other than the Member States of the European Molecular Biology Conference at the time of their nomination and who can help promote the goals of the EMBO.
- R 1.9** Nomination for associate membership shall be made by either an ordinary or an associate member supported by four (4) other members of whom one (1) may be an associate member.
- R 1.10** No member shall nominate or support more than one (1) candidate for associate membership in any one year.
- R 1.11** Nominations must reach the EMBO office by the given deadline.
- R 1.12** Council shall decide annually on the new associate members guided by the votes of the members and the recommendation of the Membership Committee.
- R 1.13** Associate members who become residents of an EMBC Member State will automatically become ordinary members from the date of their move.

Attached to these Rules are the resolutions on the election procedure as adopted by Council (see Appendix I).

GENERAL ASSEMBLY

- R 2.1** Each ordinary and associate member shall be notified by written procedure of meetings of the General Assembly.
- R 2.2** The notice setting out the agenda shall be sent to members not less than three (3) months before the date of the meeting.
- R 2.3** Only matters set out in the agenda can be the subject of decisions of the General Assembly.
- R 2.4** The General Assembly shall be presided over by the Chairperson of Council, in his/her absence by the Vice Chairperson, or in his/her absence by an ordinary member elected under the temporary chairmanship of the oldest member of Council present.
- R 2.5** The Secretary General shall act as Secretary of the Assembly; if he/she is indisposed, the Chairperson shall appoint another member of Council.
- R 2.6** The Chairperson shall appoint two (2) tellers for votes cast in elections.
- R 2.7** The Chairperson shall preside over discussions and may limit the time allowed to each speaker to speak.
- R 2.8** Voting shall be carried out by a raising of hands or by a secret ballot if at least ten (10) members so request, except on the matters provided for in Articles S 9.2.b and S 9.2.f of the Statutes, for which a secret ballot shall be required.
- R 2.9** When members are consulted by written procedure, a statement shall be sent to each member setting out the resolution; this statement shall be accompanied by a ballot paper and shall fix a period of not less than 20 days for a reply.
- R 2.10** The Director is responsible for the counting of ballot papers.
- R 2.11** The results of a vote shall be communicated to all ordinary and associate members. A record shall be kept of the numbers of votes cast for and against.
- R 2.12** Every ordinary member shall have one (1) vote.
- R 2.13** In case of an equal division of votes, the Chairperson shall have a casting vote.

THE COUNCIL

- R 3.1** Council shall meet at least once a year and shall be convened by the Chairperson, as and when he/she deems it necessary.
- R 3.2** Council shall also meet if requested by four (4) of its members.
- R 3.3** Invitations to attend Council meetings shall be extended to the following persons: The President and the Secretary General of the European Molecular Biology Conference, the Chairpersons of EMBO Committees, the Director General of the European Molecular Biology Laboratory and the Chairperson of the Scientific Advisory Committee of the European Molecular Biology Laboratory, all of them to participate as non-voting observers. The Director of EMBO shall participate ex officio. Council may also convene in closed session and can invite experts as deemed appropriate.
- R 3.4** Council appoints annually the Auditors (Article S 14.2.j of the Statutes). Council considers and approves annually the accounts of EMBO on the basis of the Auditors' report. Council will also take into account the assessment of the Auditors of EMBC as well as that of the Internal Auditor of EMBL.
- Council appoints two (2) EMBO Members who shall look into the expenditure incurred by the individual EMBO programmes to verify, on a biannual basis, its adequacy and accordance with the established aims of EMBO.
- R 3.5** Council appoints the Director.
- 1)** Council establishes a search committee. The Chairperson of the committee will inform Council on appropriate candidates and seek the Council's approval. The President of EMBC or a delegate of EMBC proposed by the President shall be invited to the search committee as observer; such delegate may also be involved, as observer, in the process of selecting the Director.
- 2)** The terms and conditions of the appointment of the Director are negotiated by the Chairperson and Vice-Chairperson and the Secretary General of Council. The members of Council shall be informed on the terms and conditions of the appointment.
- R 3.6** Council has the responsibility to review, approve or modify proposals from the Director and may propose new actions.
- R 3.7** At all times Council members act as individuals and not as representatives of organisations, nations or scientific communities. Council members are obliged to inform the Chairperson and the Secretary General on any conflict of interest.
- R 3.8** Council shall reach its decisions by a simple majority of the votes of the members present. The quorum is reached when nine (9) members are present. In case of an equal division of votes, the Chairperson shall have a casting vote.
- R 3.9** Nominations to Council shall be signed by four (4) ordinary members.

- R 3.10** Elections to Council shall be made from lists of candidates, which should be sent to the EMBO Office by the given deadline.
- R 3.11** No member shall support more than one (1) candidate in any one year.
- R 3.12** The three (3) candidates receiving the highest number of votes shall be elected members of Council for a term of office beginning on January 1 of the following year.
- R 3.13** In the case of a tied vote for the third place the candidates involved shall be considered elected by Council using its right to co-opt a member. If more than two (2) candidates tie for third place Council shall decide which of the candidates shall be considered elected.
- R 3.14** Subject to the provisions of Rule R 3.12, each year Council shall co-opt two (2) new members of Council to begin their term of office on January 1 of the following year.
- R 3.15** If a member of Council feels obliged to resign during a term of office, Council shall co-opt a substitute for the remainder of the retiring member's term. Such service by the co-opted substitute shall not render the substitute ineligible for serving on Council according to Article S 13 of the Statutes.

COMMITTEES

- R 4.1** Committees may be established or terminated by Council as it deems is required for the efficient functioning of EMBO.
- R 4.2** The Committees will generally act in an advisory role to Council. Council may, however, delegate authority to committees for decision on particular issues. In the event that Council delegates such authorities to a Committee or Committees, the respective resolution shall be attached to these Rules (see Appendix II).
- R 4.3** Members of Committees will be appointed by Council by simple majority vote, taking into consideration the needs for broad geographic and scientific representation and any recommendations of the Committee. Members of Committees shall normally serve for a period of four (4) years.
- R 4.4** The Chairpersons of the Committees will be appointed for a three-year period by Council, by simple majority vote, taking into account any recommendations of the Committee.
- R 4.5** If necessary, the Chairperson of the Committee shall be allowed to serve on that Committee for beyond four (4) years to allow for the completion of his/her three-year term of office.
- R 4.6** Summary records of all Committee meetings shall be provided to Council.
- R 4.7** Committee members shall indicate any conflicts of interest they may have and leave the meeting when these are discussed.

THE SECRETARY GENERAL

- R 5.1** The Secretary General shall have the responsibility of ensuring that all actions of EMBO are in keeping with its aims, Statutes and Rules.
- R 5.2** The Secretary General shall assume the role of an ombudsman; he/she may initiate actions whenever documented cases of misconduct by one (1) or more EMBO member(s) are brought to his/her attention.
- R 5.3** The Secretary General shall have the right to place any item on the agenda of Council or the General Assembly.
- R 5.4** The term of office of the Secretary General is three (3) years with the possibility of reappointment.

THE DIRECTOR

- R 6.1** The Director is responsible for:
- execution of EMBO programmes and activities as approved by Council,
 - the day-to-day management of EMBO,
 - ensuring the financial well-being of EMBO,
 - maintaining interaction with the EMBO Membership,
 - maintaining interactions with scientific organisations and fostering relations with science administrations in different Member States,
 - representing EMBO on formal, social and scientific occasions,
 - representing EMBO at EMBC and EMBL Council meetings,
 - any other matters that are necessary or advisable to fulfill the responsibilities above,
 - the execution of all programmes and activities delegated to EMBO by the EMBC.
- R 6.2** The formal authority to act on behalf of EMBO and to carry out functions required to permit EMBO to operate efficiently will be granted to the Director by the Chairperson in writing, such written document to be attached to these rules (see Appendix III).
- R 6.3** The Director reports to Council.
- R 6.4** The Director is appointed for a period of up to five (5) years with possibility of one (1) reappointment. The appointment of the Director may be terminated by a motion accepted by two-thirds (2/3) of the members of Council.
- R 6.5** The Director shall inform the Chairperson of Council of his/her external appointments and obtain approval of the same. The Director shall inform the Chairperson of possible conflicts of interest.

EMBO SCIENTIFIC PUBLISHING

- R 7.1** EMBO publishes scientific journals in the field of the life sciences.
- R 7.2** All publication activities are within the responsibility of the Head of Scientific Publications (HSP), as defined in Appendix IV.

FINAL PROVISION

- R 8** The Rules may be altered by a vote of two-thirds of the members of Council.

The appendices may be altered by a simple majority of Council.

The present Rules were adopted by Council during its meeting of 2–3 October 2008 and amended during the meeting of 8–9 October 2009.

Nomination and Election Procedure for EMBO Ordinary Members

1. Nomination

a) Call for nominations

1 October: call for nominations issued to all members.

b) Nomination forms and procedure

EMBO Members wishing to propose a candidate for EMBO Membership are requested to fill in a nomination form on the EMBO website providing information on:

- candidate's major achievements;
- candidate's current research interests in the form of keywords;
- candidate's six relevant publications;
- any additional comments on accomplishments; reasons, beyond scientific excellence, why a candidate would be particularly valuable to EMBO or why this proposal should receive special consideration (e.g. candidate works in an underrepresented field, or has provided special services to the community, or any other reasons)
- proposer's and sponsors' names;
- candidate's biosketch.

Sponsors will convey their support for a candidate either via email directly to the EMBO office via email or through the proposer.

c) Deadline for nominations

1 December: Completed nomination forms to be submitted electronically to the EMBO office.

2. Election

a) Time line

15 December: On-line voting system is opened

1 February: Deadline for voting

15 February: Results conveyed to the Membership Committee

Mid/End March: Membership Committee meeting

b) Procedure

The top 60% of the total number of candidates to be elected that year are considered elected directly.

The candidates who have received more than 50% of the votes for the last candidate who was elected directly are distributed to the different sections of the Membership Committee. Individual committee members then evaluate all candidates within their section.

At the Membership Committee meeting first within-section discussions will take place before discussions and decisions by the full committee. The committee is asked to take into account geographic

factors, representation of subject area and gender when making their deliberations and any recommendations by Council.

A limited number of candidates who were not elected and received more than 90% of the votes for the last candidate who was elected directly will be carried over for the next election.

The procedure is described in more detail in the committee guidelines.

Section	Subject areas
Structure and Biocomputing	Genomic & Computational Biology, Proteins & Biochemistry, Structural Biology & Biophysics, Systems Biology
Genes, Genomes, Gene Expression	Chromatin & Transcription, Genome Stability & Dynamics, RNA
Cell Biology	Cell Cycle, Cell & Tissue Architecture, Cellular Metabolism, Signal Transduction, Membranes & Transport, Subsection of Neuroscience
Development and Differentiation	Development, Differentiation & Death, Subsection of Neuroscience
Immunology and Pathogens	Immunology, Pathogens

3. **Announcement:**

April: Approval of final list by EMBO Council,
announcement of new EMBO Members

APPENDIX II

17

EMBO Council meeting of September 2004, Agenda Item 14:

“Council formally approved the committees’ delegated decision-making responsibility such that they could perform their functions in a devolved manner without a requirement of further confirmation by EMBO Council. This allows the Fellowship Committee to make awards of fellowships, the Courses Committee to make awards for the courses and workshops and the Young Investigator Committee to make awards of new Young Investigators.”

EMBO Council meeting of October 2008, Agenda Item 10:

“Council noted that a number of committees were missing from this paragraph, including the Science & Society Committee, the Membership Committee and the Publications Committee, but decided that as this was a template, additional committees should not be included.”

APPENDIX III

Draft

Power of Authority

In accordance with Article S 16 of the EMBO Statutes, EMBO represented by its Chairperson hereby grants authority to the Director of EMBO

N. N.

to act on behalf of EMBO in the following matters:

- Execution and monitoring of the EMBO programmes and other EMBO activities;
- Day-to-day management of the EMBO affairs including all personnel matters;
- All financial affairs including the opening and managing of bank accounts;
- Purchasing, managing or disposing of tangible assets including entering into rental and/or lease contracts;
- Representing EMBO on formal, scientific and social occasions;
- Representing EMBO at EMBC and EMBL Council meetings;
- Any other matters that are necessary or appropriate to fulfil the responsibilities of the Director;
- Attendance of meetings of societies, associations or professional organisations, holding of offices, exercising of voting rights;
- Representing EMBO when dealing with authorities having the power to make and accept statements on behalf of EMBO;

- Representing EMBO at lawsuits and out-of-court proceedings having the power to carry out any actions or to bring about or propose any measures.

The above listing of the powers of the authorised person is exemplary and not exhaustive. Any missing or inaccurate naming of powers cannot be held against the authorised person.

The authorised person is entitled to grant sub-authorisation.

The authorised person is not entitled to contract in the same matter for EMBO and with herself/himself for her/his own account or for a third party.

APPENDIX IV

The Head of Scientific Publications

EMBO publishes scientific journals of the highest quality in the field of the life sciences. This activity requires that close contacts be maintained with a broad spectrum of life science communities – extending beyond the communities fostered by EMBO’s programmes and activities.

The key tasks of the Head of Scientific Publications (HSP) are to ensure that EMBO’s journals will be

- (i) essential repositories and important scientific tools for a pertinent fraction of these communities and
- (ii) placed and maintained in a leading position in a rapidly developing and highly competitive environment. Both tasks require specific expertise. Thus, the HSP has to develop and maintain a coherent strategy for all of EMBO’s journals and be responsible for its execution. His/her responsibilities include in particular:

- the editorial content, the production and the publishing/marketing of EMBO’s journals;
- the line management of the publication team, which includes EMBO’s professional editors and staff; respective recruiting is carried out in consultation with the EMBO Director and according to the by-laws for the recruitment of EMBO staff;
- the development and execution of financial models – in consultation with the EMBO Director and the EMBO Head of Administration and Finance.

The HSP is supported by an Advisory Board, whose members should be experienced in the field of scientific publishing. EMBO membership is not a prerequisite to be eligible for this board.

The HSP reports to the EMBO Director and to the EMBO Council. He/she will propose to the Council candidates for the positions of Editors in Chief, Senior Editors and Senior Editorial Advisors.

