



EMBO

**Statutes and Rules**



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The EMBO Statutes and Rules came into force in 1964.

## Changes of Statutes and Rules

- 1980: Thorough revision of 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 EMBO Ordinary Members’ (Introduction of electronic voting)
- 2011: Rules: Appendix I ‘Nomination and Election Procedure for EMBO Ordinary Members’ (Change of time line)
- 2012: Rules: R 3.4 Audit by EMBO Members (Revised procedure);  
Rules: R 1.8 EMBO Associate Members (Strategic role);  
new Appendix I b ‘Nomination and Election Procedure for EMBO Associate Members’
- 2013: Rules: Revised R 1.1, R1.9, inserted R 1.10 (Associate members obtain full rights to nominate and support candidates);  
Rules: Appendix I a (Removed need for biosketch)
- 2014: Rules: Appendix I (Added role of proposer, confidentiality and ethical conduct)  
Rules: new Appendix V (Conflict of Interest Policy)
- 2018: Rules: R 5.2 (Secretary General ‘to assume the role of an ombudsman’ deleted);  
Appendix I a and b (Nomination and election procedure for ordinary and associate members updated)
- 2020: Thorough revision of Statutes and Rules
- 2024: Rules: Added R 7 The Representative in Switzerland  
Reassigned former R 7 to R 8, R 8 to R 9



# The EMBO Statutes

## Preamble

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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 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 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 and 2009. Like the previous revision, the current 2020 revision takes into the account the development of the organization.

## Name – Registration – Permanence – Objects

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### 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 the life sciences, within Europe and beyond.
- S 2.3 EMBO fulfils its statutory purpose particularly by awarding fellowships for international exchange; supporting and organizing meetings, courses, workshops and lectures, publishing journals and providing policy analyses to further the development of the life sciences.
- 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 and associate 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.
- S 2.7 EMBO may accept funds from third parties to use them for the purposes set out in Article S 2. EMBO may transfer funds to other bodies or legal entities under public law nationally and internationally, exclusively for the tax-privileged purposes of EMBO, namely to promote science and research.

## Membership

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### Article 3

- S 3.1 Membership of EMBO shall be open to all persons concerned with the life sciences.
- S 3.2 There shall be members and associate members.
- S 3.3 The number of such members and associate 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 in the General Assembly.

### 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.

## Organs of EMBO

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### Article 6

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

## The General Assembly

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### Article 7

- S 7.1 The General Assembly of members and associate 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 and associate 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 and associate members in General Assembly as well as the consultation of members and associate 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 thirty (30) members or, if the number of members falls under one hundred and fifty (150), one fifth ( $\frac{1}{5}$ ) of the 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 and associate members;
  - 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 members 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 member shall have one (1) vote. Associate members do not vote (see S 3.4).

**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 ( $\frac{1}{2}$ ) of the members are present, that decision shall be notified by post to all members by the Director.
- S 11.2 Within a period of forty (40) days from the date of sending the said notification, 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 members request such a consultation, the Director shall organize the same.

## The Council of EMBO

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### Article 12

S 12.1 EMBO shall be managed and directed by a Council consisting of:

- a) nine (9) members elected by the General Assembly;
- b) six (6) members co-opted by the Council.

S 12.2 The Council shall choose a board which shall consist of:

- a) a Chairperson elected for one (1) year from among its members, who shall also be Chairperson of EMBO;
- b) a Vice Chairperson elected for one (1) year from among its members;
- 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.

**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 S 2 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 submission to the General Assembly of a request to vote on the expulsion of a Member for just cause;
  - i) the changing of the Rules of EMBO;
  - j) the appointment of the Director;
  - k) 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

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### 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

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### 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 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

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### 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.

# The EMBO Rules

## Membership

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### **Nominations and Election of Members**

- R 1.1 Nomination of new members of EMBO may be made either by a member or an associate member supported by four (4) other members or associate 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 members to be elected at the next election.
- R 1.7 In any one year there shall be only one membership election.
- R 1.8 Attached to these Rules are the resolutions on the election procedure as adopted by Council (see Appendix I a).

**Nomination and Election of Associate Members**

- R 1.9 Associate membership shall be open to eminent scientists who normally reside in countries other than the Member States of the EMBC at the time of their nomination, and who have made outstanding contributions to the life sciences. Special consideration shall be given to scientists who are in a strategic position to help promote the goals of EMBO outside of the EMBC Member States.
- R 1.10 Nomination for associate membership may be made by either a member or an associate member supported by four (4) other members or associate members.
- R 1.11 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.
- R 1.12 No member shall nominate or support more than one (1) candidate for associate membership in any one year.
- R 1.13 Nominations must reach the EMBO office by the given deadline.
- R 1.14 Associate members who become residents of an EMBC Member State will automatically become 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 b).

## General Assembly

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- R 2.1 Each member 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 a 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 members and associate members. A record shall be kept of the numbers of votes cast for and against.
- R 2.12 Every member shall have one (1) vote. Associate members do not vote.
- R 2.13 In case of an equal division of votes, the Chairperson shall have a casting vote.

## The Council

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- 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 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 one or more Council Members who shall look into the running and strategy of specific EMBO activities. The Council members shall report back to Council. All activities are reviewed at least every three years.
- 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) 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

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- 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

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- 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 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

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- 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 ( $\frac{2}{3}$ ) 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.

## The Representative in Switzerland

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- R 7.1 The Representative in Switzerland (the “Representative”) shall keep a complete and updated list of all EMBO Members at all times. He/she shall draw EMBO’s attention to other possible legal requirements imposed on Swiss associations from time to time.
- R 7.2 EMBO shall provide the Representative with the list of all EMBO Members. The list shall comply with Swiss law requirements at all times, and it shall at least contain the first and last names (respectively the complete entity name) and the address of each EMBO Member.
- R 7.3 The Representative shall be a permanent resident of Switzerland.
- R 7.4 The Representative is appointed by Council.
- R 7.5 The Representative reports to the Director, or in the absence thereof to the EMBO Council. He/She is attached to EMBO’s top management. He/she acts independently and has no voting power in EMBO’s decision-making process, but he/she can be consulted on any matter, respectively must be consulted on any matter relating to his/her duties for EMBO.
- R 7.6 The Representative shall be registered in the Swiss commercial registry as EMBO’s “*Representative*” (in French: “*Représentant*”), with individual power of signature.
- R 7.7 The Representative may have access to any relevant information about, or held by, EMBO. He/She is authorized but not obliged to attend any relevant meeting held by EMBO, such as EMBO Council meetings. The EMBO Director shall ensure that the Representative can carry out his/her activity for EMBO, including that he/she has access to all required information and documentation accordingly.
- R 7.8 The Representative carries out no activity, whether operational or regulatory, in particular with respect to Swiss anti-money laundering regulation applicable to associations, other than that strictly imposed by Swiss law on EMBO’s representative permanently residing in Switzerland.

## EMBO Scientific Publishing

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- R 8.1      EMBO publishes scientific journals in the field of the life sciences.
- R 8.2      All publication activities are within the responsibility of the Head of Scientific Publications (HSP), as defined in Appendix IV.

## Final Provision

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- R 9         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.

## Appendix I a - Membership

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### Nomination and Election Procedure for EMBO Members

#### *Time line*

1 October:	Call for nominations
1 December:	Completed nomination forms to be submitted electronically to EMBO
15 December:	On-line voting system is opened
1 February:	Deadline for voting
15 February:	Results conveyed to the Membership Committee
Spring:	Membership Committee meeting
Spring:	Approval of final list by EMBO Council
Following EMBO Council meeting:	Announcement of new EMBO Members

#### 1. Nomination

Members and associate members may propose or support the nomination of a maximum of two (2) candidates for membership.

The proposer must complete the online nomination form for the proposed candidate naming exactly four (4) additional members who will support the nomination. The four supporting members must confirm their support by sending an email to the EMBO Membership Office at [membership@embo.org](mailto:membership@embo.org).

At least three of the five members nominating or supporting a candidate must reside in a country other than that of the nominee.

The nomination form requests the following information, which will be made available to all voters during the ballot:

- a summary of major achievements of the candidate;
- keywords describing the candidate's current research interests;
- six relevant recent publications;
- any additional 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, has provided special services to the community, or any other reasons);
- the names of the proposer and the four sponsors.

Nominations must be initiated, written and completed by the EMBO Member who acts as the proposer. It is preferable that nominees not be aware of their nomination.

Arguments supporting a candidate's election should be made only on the nomination form; EMBO Members should not participate in campaigns or other activities that are intended to influence the outcome of the election in a way that is not transparent to all other members.

## **2. Election**

EMBO Council determines annually the number of members to be elected in a given year. This is normally one-third of the number of nominations received, but no more than 50. The top 50% are elected directly by the EMBO Membership. The remaining 50% are selected by EMBO Council following a thorough review by the Membership Committee. Members may vote for as many candidates as are to be elected directly. Associate members do not have the right to vote.

Those candidates who were not elected directly are evaluated by the respective experts in the Membership Committee. The primary criterion for consideration by the committee is scientific excellence. The committee also takes into account geographic factors, small or emerging research fields, gender, and special contributions to the scientific community. The Membership Committee submits a list of candidates recommended for selection as new EMBO Members to EMBO Council.

EMBO Council is guided by the votes of the membership and the recommendations of the EMBO Membership Committee when selecting new EMBO Members who were not directly elected.

Non-elected candidates who received more than 90% of the votes of the last directly elected candidate will be carried over to next year's election. Their proposers will be informed accordingly. Candidates who were carried over do not count towards the maximum number of candidates to be nominated/ supported by the proposer/supporters in the next election.

Candidates may also be re-nominated, in which case the proposer will have to submit the nomination form again.

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

## Appendix I b - Membership

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### Nomination and Election Procedure for EMBO Associate Members

#### *Time line*

1 October:	Call for nominations
1 December:	Completed nomination forms to be submitted electronically to EMBO
15 December:	On-line voting system is opened
1 February:	Deadline for voting
15 February:	Results conveyed to the Membership Committee
Spring:	Membership Committee meeting
Spring:	Approval of final list by EMBO Council
Following EMBO Council meeting:	Announcement of new EMBO Members

#### 1. Nomination

Members and associate EMBO Members may propose or support one (1) candidate for associate membership.

The proposer must complete an online nomination form for the proposed candidate naming exactly four (4) additional members or associate members who will support the nomination. The supporting EMBO Members must confirm their support by sending an email to the EMBO Membership Office at [membership@embo.org](mailto:membership@embo.org).

At least three of the five members nominating or supporting a candidate must reside in a country other than that of the nominee.

Nominations must be initiated, written and completed by the EMBO Member who acts as the proposer. It is preferable that nominees not be aware of their nomination.

Arguments supporting a candidate's election should be made only on the nomination form; EMBO Members should not participate in campaigns or other activities that are intended to influence the outcome of the election in a way that is not transparent to all other members.



EMBO Council determines annually the number of associate members to be elected in a given year. This is typically between 10% and 15% of the number of members to be elected in that year.

Members may vote for as many candidates for associate membership as they wish. Associate members do not have the right to vote.

After the membership election, the Membership Committee reviews the list of candidates for associate membership and compiles a shortlist, taking into consideration the perceived strategic value of the candidates for EMBO in a global context.

EMBO Council selects candidates as associate members guided by the votes of the membership and the recommendations of the EMBO Membership Committee.

Candidates for associate membership can be carried over for election in the following year upon recommendation by EMBO Council.

## Appendix I c - Membership

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### **Expulsion of EMBO Members**

For expulsion of Members, the General Assembly may be convened upon request by 30 Members (S 8) at which a single agenda item may be the request for expulsion. Per EMBO Principles for Misconduct Investigations, the EMBO Director will be responsible for determining the legitimacy of the request; i.e., that the materials available to the General Assembly would support the notion that the Member to stand for expulsion committed the breaches of conduct suggested by the requestors. A vote of  $\frac{2}{3}$  of the members voting is required for expulsion.

The EMBO Council may also directly ask the General Assembly to consider a request for expulsion. Before the name is put to the General Assembly, the EMBO Director will be responsible for determining the legitimacy of the request, as described in the previous paragraph. A simple majority vote of a Council quorum (R 3.8) is required to send the name to the General Assembly for a vote on expulsion.

### **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.”

### **Nomination and election procedure for Chairperson and Vice Chairperson for EMBO Council and EMBO Committees**

Towards the end of a chairperson or vice chairperson’s term the Council or Committee members will be asked by written procedure to propose candidates for a new chairperson or vice chairperson. Only proposals received by written procedure prior to the meeting can be voted upon.

Procedure and timeline:

- call for nominations is sent four to six weeks prior to the meeting by EMBO Office or current chairperson;
- responses are collected by EMBO Office;
- call for nomination closes at least two weeks prior to the meeting;
- the chairperson receives the list of candidates and contacts them to ask if they would be willing to stand for election;
- the candidates are presented at the meeting and Council or Committee members are asked to cast votes. Council or the Committee decides whether to hold an anonymous vote.

## Appendix III - The Director

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**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

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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.

### 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.

## Appendix V - Conflict of Interest

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### EMBO Conflict of Interest Policy

EMBO is supported by several expert committees in the evaluation of applications or nominations submitted to any of its programmes and activities. The task of the evaluator is to ensure the confidential, fair and equitable peer review of the submissions. In this capacity he/she shall work independently and not represent any organization. The evaluator commits himself/herself to strict confidentiality and impartiality for this task and shall not discuss the proposal with anyone not directly involved with the peer review of the candidate/proposal.

Persons who are involved in the evaluation of applications or nominations submitted to any of the EMBO programmes and activities shall declare to the EMBO office any conflict of interest in relation to any candidate or proposal prior to their involvement in an evaluation. Persons with a conflict of interest will be exempted from the review, evaluation and decision-making process for the evaluation in question.

Conflicts of interest include:

- having a personal relationship with the candidate or proposer or, in the case of a fellowship applicant, with the future supervisor/host;
- having supervised the candidate for a PhD degree or as a post-doc;
- having a significant academic relationship with the candidate or, in the case of a fellowship applicant, with the future supervisor/host; this includes having jointly published a research paper in the last five years;
- being a member of the candidate's institution;
- having a current or planned close scientific cooperation;
- having commercial/financial interests in relation to the candidate/proposal;
- having been involved in the preparation of the proposal;
- benefitting directly or indirectly from the acceptance or rejection of the proposal/candidate;
- being in any other situation that could cast doubt on the evaluator's ability to evaluate the proposal impartially, or that could reasonably appear to do so in the eyes of an external third party.



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