



Statutes and Bye-Laws

STATUTES

Article 1. NAME

The name of the organisation 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, registered number 4049507.

Article 2. PURPOSE

1. **The EASE mission** is to improve the global standard and quality of science editing by promoting the value of science editors and supporting professional development, research, and collaboration.
2. The Association shall be organised and operated exclusively for scientific and educational purposes and shall not be operated for profit.

Article 3. BYE-LAWS

1. The Association shall establish bye-laws setting out the organisational procedures and policies for its effective operation.
2. Amendments to the bye-laws may be made by Council at any Council meeting, General Assembly meeting or proposed to Council for decision by a petition of ten or more members of the Association.
3. Amendments will be approved or rejected by a simple majority of the votes cast.

Article 4. MEMBERSHIP

1. Membership shall be open to those engaged in, or with a significant interest in, editing and publishing in the sciences and allied professions.
2. The term 'in the sciences' shall be interpreted as widely as possible.
3. Membership of the Association shall mean membership of the company limited by guarantee, incorporated in England and Wales (registered number 4049507). All its 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

1. The General Assembly is the highest authority of the Association and is made up of the Council and all the members. The affairs of the Association shall be administered by the General Assembly which will normally meet annually, (but at least not more than 15 months since the previous meeting).
2. These meetings may be in-person or virtual events. Where in-person events are held provision will also be made to enable members to attend virtually. In between General Assembly meetings, the Council will act on behalf of the General Assembly.
3. Transactions at a General Assembly meeting shall include:
 - Reports from the Officers and the Council on the activities of the Association;
 - Presentation of the audited accounts;
 - Reports from the chairmen of committees and working groups and from persons to whom special tasks have been entrusted by the Council or General Assembly;
 - Presentation of amendments, if any, to the statutes and bye-laws, and voting on amendments, if any, to the statutes;
 - Election of Officers and Council;
 - Any other business: The General Assembly 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.

4. All members have the right to attend, physically or virtually, and to participate at a General Assembly 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 to the Secretary at least 30 days in advance of the General Assembly meeting.

Article 6. COUNCIL

1. The 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.
2. The President, Past President and Treasurer shall be directors of the Association under company law of England and Wales.
3. Any or all of the officers of the Association may receive payment from the Association for services rendered to it. Directors of the Company shall not receive payment for carrying out their duties as directors, but may, at the discretion of Council, receive payment for specific services beyond the scope of their duties as officer or director.
4. 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. In such instances, an alternative Council member may be sought to serve as a Director until the next Council election.
5. Council conducts the business of the Association between General Assembly meetings in accordance with the statutes and bye-laws and recommendations of the General Assembly.
6. 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 the by the first and second Vice-President, in that order.
7. 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 ORGANISATIONS

1. The Association may cooperate with organisations with similar purposes in other regions. Such cooperation may take the form of joint committees, shared meetings, delegations 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

1. The Articles of the Association can be amended only at a meeting of the General Assembly or by an online vote of the whole membership. Amendments may be proposed by Council or by a group of at least ten members acting in concert.
2. Proposals for amendments must be received by the secretary at least 120 days before a meeting of the General Assembly. The secretary will in turn, notify the members of the proposals not later than 56 days before the meeting at which they will be discussed and voted on.
3. The amendments shall take effect immediately if ratified by a two-thirds majority of the votes cast.
4. If a General Assembly meeting cannot be held within the normal period (see Bye-Law F.1), the matter shall be decided by an online vote, following the same periods of notification in Article 8.2. A two thirds majority of the votes cast is required to decide the matter.

Article 9. DISSOLUTION

1. The Association shall be dissolved only by an online vote of the entire membership, with a two thirds majority required to carry the motion.
2. Upon dissolution the Council shall distribute the assets and accrued income of the Association to one or more not-for-profit organisations with a similar mission and purpose. The recipients shall be determined by the Council of the time.

Article 10. FINANCES

1. The Association has the power to request and receive funds from organisations and individuals. The funds of the Association shall be held in custody by the treasurer who shall present the audited accounts to the General Assembly annually.
2. The term 'audited' as it appears in the Statutes and Bye-Laws, shall be taken as referring to an independent review by an appropriately qualified person or persons.

Article 11. REPRESENTATION

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

These Statutes were last updated in April 2022, and approved by an electronic vote of members which closed on 23 June 2022 and was announced at the AGM on 24 June 2022.

BYE-LAWS

A. MEMBERS

1. The secretary shall be empowered to decide whether an application for membership is eligible under Statute Article 4, and shall admit to membership any applicant who is eligible. Should there be any doubt, the President or another officer shall decide the matter.
2. The Council reserves the right to withhold or withdraw membership from any member who it considers may bring the Association into disrepute.
3. Members may terminate their membership by resigning at any time. Members whose annual subscription is more than 90 days in arrears shall be deemed to have lapsed, provided that at least two reminders have been sent after the original renewal request, unless otherwise decided by Council.

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 their discretion.
2. A Vice-President shall fulfil the duties of the President at any meeting from which the latter is absent.
3. In the event that a Council member vacancy occurs through the resignation, death or elevation to another post, between two successive General Assembly meetings, the President, acting on advice from the Council, shall have the power to appoint a replacement for the unexpired part of the term of office.
4. The secretary shall be appointed by the Council and will maintain the records of the Association and its Council, shall call meetings of the Association and the Council as provided 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.

5. The Treasurer will oversee the collection and disbursement of the Association's funds, and the management of its accounts. The Treasurer will present the audited accounts of the Association to the General Assembly annually.
6. The number of elected members of the Council shall not exceed ten. The Council may co-opt three additional members.
7. The immediate past-president, the secretary, the chief editor of European Science Editing and the editor of the EASE Digest shall be ex-officio members of Council. They are encouraged to attend, observe and advise, but shall not have voting rights.
8. The chief editor of European Science Editing shall be appointed by the Council on the recommendation of the Editorial Board to serve for a period of 3 years, renewable for a further two terms of three years, after which they must stand down for a term before being eligible to stand for re-election.

C. TERMS OF OFFICE

1. Each term of office shall commence with the close of the session of the General Assembly at which the election takes place.
2. The President, Vice-Presidents, immediate Past President, Treasurer and ordinary members of Council shall each serve for an initial term of two years and be eligible to stand for re-election for three consecutive terms.
3. After three consecutive terms of office (of two years each, ie six years) in any position, no person shall be eligible for immediate re-election to any position in Council until a further term of two years has elapsed.
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 the Council.

D. NOMINATIONS AND ELECTION

1. The President shall appoint three members of the Association to serve as a Nominations Committee to manage the process of electing a new Council for each Council rotation. This Committee will be appointed in the Autumn of the year prior to the election, and disbanded immediately after the election.
2. Members of the Nominations Committee will draw up a list of nominees willing to serve on Council for the next rotation. This will include the Council officers and ordinary Council members who are eligible and willing to stand for re-election.
3. In addition, the Nominations Committee will identify suitable additional nominees and after gaining approval from them of their willingness to stand for election and confirming their eligibility, their names will be added to the list.
4. Nominations may be sought from amongst the Association membership and the wider industry, but nominees must become members of EASE while they are being considered for election, and remain members if they are successfully elected to Council.
5. 20 weeks before the General Assembly meeting, the Nominations Committee, through the secretary, will present to the members a list of nominations for each office or position to be filled and invite additional nominations from the membership.
6. The members of the Association must submit their nominations not less than 12 weeks before a General Assembly meeting. Each nomination must have the agreement of the nominee to stand for election, be supported by two bone fide members of the Association, and include 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.
7. If a ballot is necessary then, at least 6 weeks before the General Assembly meeting, a ballot will be opened and remain open for 3 weeks.

8. Election shall be by simple majority of the votes cast in the ballot. In the event of a tie, the election shall be decided by the outgoing President's casting vote at the General Assembly meeting.

E. EDITORIAL BOARD FOR EUROPEAN SCIENCE EDITING

1. Membership of the ESE Editorial Board shall be open to any member of the Association willing to serve. There may be up to ten additional non-member positions chosen by the Editorial Board subject to ratification by the Council.
2. The chief editor shall act as chairman of the Board. The President and Secretary of the Association shall be members of the Board ex-officio.
3. The ESE Editorial Board shall be responsible to the Association for the production and publication of the European Science Editing journal, within the strategic framework, terms of reference and budgetary parameters set out by Council. The ESE Editorial Board shall consult with Council on matters that would materially affect the finances of the Association. Council will have the final decision.

F. MEETINGS

1. The Association shall hold a General Assembly meeting annually, but not more than 15 months since the last one. This meeting can be attended in-person or virtually. Any voting shall be carried out by way of an online ballot.
2. The General Assembly will announce the election of Council and Officers biennially at the appropriate General Assembly meeting.
3. Each General Assembly will conduct the business of the Association, receive the audited accounts, reports from officers, committees/working groups and transact the business of the Association in line with the statutes and bye-laws.

4. Members will be informed of a General Assembly meeting, time, date and place and the agenda of business to be transacted, not less than 56 days before the meeting.
5. An Extraordinary General meeting to transact business of the Association may be called at any time by Council, or by request to the President from a total of fifteen members resident in at least four separate countries.
6. At a General Assembly meeting or 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.
7. At all meetings of the Association each member present shall have one vote, and the President shall have the casting vote. Except for decisions described in Articles 8 and 9 of the statutes, all decisions shall be made by a simple majority of the votes cast.
8. The Council shall hold a meeting immediately before each General Assembly meeting. Additional meetings of Council may be called by the President or at the request of at least three Council members acting in concert.
9. A quorum shall be four members of Council excluding co-opted members.
10. The Council may call technical meetings at any time.
11. The business of each Council meeting shall include reports from the President, secretary, treasurer and the chairmen of committees/working groups. It will also include setting the membership subscription rates for the next calendar year at the appropriate time.

G. FINANCE

1. The annual membership subscriptions shall be decided by Council at least 6 months before they come into effect. The dues are payable on 1 January each year.

2. The accounts relating to the General Assembly and conference shall be kept separate to those of the general fund. The organising committee shall present to Council, not later than one year after the event, the audited accounts of the event.
3. Claimable expenses include office expenses, publishing expenses and, with the approval of Council, and special expenses relating to operations and activities of the Association. The sanction of the President shall additionally be required for payments external to the Association that exceed £10,000 (or such other sum as the Council shall decide).
4. The accounts of the Association shall be balanced as at 31 December each year, and audited accounts shall be presented to Council before the deadline in the following year that shall be imposed by company law in England and Wales.

H. COMMITTEES

1. Members of committees shall be appointed by Council. Members of ad-hoc committees, working groups and observers shall be appointed by the President.
2. Membership of all committees shall be published on the EASE website.

I. BALLOTS AND ELECTRONIC COMMUNICATION

1. All matters to be decided by ballot of the whole membership will normally be organised through an online vote.
2. Members will use their login credentials to access the secure online voting system to ensure each member can only vote once.
3. The secretary will send out to each member the details of the issue to be voted on and instructions on the procedure, not less than 56 days before the vote is opened.

4. The ballot results will be duly noted in the minutes of the meeting at which they are announced, and/or by publication on the EASE website.
5. Electronic forms of communication may be used both by the Association and its members for all matters to be notified in writing.

Last update by Council, November 2020