

## Constitution

Adopted at the 13<sup>th</sup> EBSA General Assembly, Vienna, on 27<sup>th</sup> July 2021

### A. Name

The name of the Association is:

The European Biophysical Societies' Association ("the Charity")

### B. Administration

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by clause **H** of this constitution ('the Executive Committee').

### C. Objectives

The Charities objectives ('the Objectives') are:

To advance the science of biophysics and to advance the education of the public in the science of biophysics.

### D. Powers

In pursuance of the Objectives, but not otherwise, the Executive Committee may exercise the following powers:

- 1) Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities, and shall conform to any relevant requirements of the law;

- 2) Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objectives, and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- 3) Power to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objectives or of similar charitable purposes, and to exchange information and advice with them;
- 4) Power to establish or support any charitable trusts, associations or institutions for all or any of the Objectives;
- 5) Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 6) Power to do all such other lawful things as are necessary for the achievement of the Objectives.

## **E. Membership**

- 1) Membership of the Charity shall be open to:
  - i. Individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee, and
  - ii. Any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a "member organization").
- 2) Every member shall have one vote.
- 3) Each member organization shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity, and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend either in person or online.
- 4) Each member organization shall notify the name of the representative appointed by it and of any alternate to the EBSA Secretary. If the representative or alternate resigns from or otherwise leaves the member organization, he or she shall forthwith cease to be the representative of the member organization.
- 5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organization provided that the individual concerned, or the appointed



representative of the member organization concerned, shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

## **F. Associate membership**

National Biophysics Societies who wish to join EBSA but who may not qualify for ordinary membership, normally requiring being geographically located within Europe, may apply for Associate Membership. This requires approval by a majority vote at the General Assembly.

## **G. Honorary Officers**

At the General Assembly of the charity the members shall elect from amongst themselves a Vice-President, a Secretary and a Treasurer who shall hold office from the conclusion of that meeting. The previous Vice-President will become President, and the previous President will become Past-President. The Managing Editor of the European Biophysics Journal will serve as an honorary officer of the charity.

## **H. Executive Committee**

- 1) The Executive Committee shall consist of not less than eight and not more than twelve voting members being:
  - i. The six honorary officers specified in the preceding clause **G**;
  - ii. Not less than two and not more than six members elected at the General Assembly, who shall hold office from the conclusion of that meeting.
- 2) The Executive Committee may in addition appoint up to five co-opted members, so long as no more than one-third of the Executive Committee are co-opted members. Co-opted members shall be appointed at a meeting of the Executive Committee, and shall be non-voting.
- 3) All members of the Executive Committee, apart from the Vice-President and President, shall retire from office together at the end of the General Assembly following the date on which they came into office, but may be re-elected or re-appointed.
- 4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number, or any failure to appoint, or any defect in the appointment or qualification of a member.
- 5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18, or who would if appointed be disqualified under the provisions of the following clause I.



- 6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

### **I. Determination of Membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she :

- 1) Is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the UK Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- 2) Becomes incapable by reason of mental disorder, illness, or injury, of managing and administering his or her own affairs;
- 3) Is absent without the permission of the Executive Committee from all their meetings held within a period of 12 months, and the Executive Committee resolve that his or her office be vacated; or
- 4) Notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

### **J. Executive Committee Members not to be personally interested**

- 1) Subject to the provisions of sub-clause (2) of this clause, no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity), or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm, when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity. This is provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her own firm, is under discussion.



## **K. Meetings and proceedings of the Executive Committee**

- 1) The Executive Committee shall hold at least one, and normally two ordinary meetings each year. These meetings may be conducted either in person or online. A special meeting may be called at any time by the Chairman or any two members of the Executive Committee upon not less than 14 days' notice being given to the other members of the Executive Committee of the matters to be discussed. If the matters include an appointment of a co-opted member, then not less than 21 days' notice must be given. Meetings may be recorded for the purpose of ensuring accurate Minutes are taken, but any such recording shall be deleted once the draft Minutes are agreed.
- 2) The President shall act as Chairman at meetings of the Executive Committee. If the President is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chairman of the meeting before any business is transacted.
- 3) There shall be a quorum when at least one third of the voting members of the Executive Committee for the time being, or three members of the Executive Committee, whichever is greater, are present at the meeting.
- 4) Every matter shall be determined by a majority of votes of the voting members of the Executive Committee present in person or online and voting on the question, but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- 5) The Executive Committee shall keep typed-up Minutes of the proceedings at meetings of the Executive Committee and any sub-committee, and these should be made available, with any required redaction due to confidentiality, via the Charity's website.
- 6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be made which is inconsistent with this Constitution.
- 7) The Executive Committee may appoint one or more sub-committees consisting of two or more members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee. This is provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.



## **L. Receipts and expenditure**

- 1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- 2) The funds belonging to the Charity shall be applied only for furthering the Objectives of the Charity.

## **M. Property**

- 1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
  - i. All land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
  - ii. All investments held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- 2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **N. Accounts**

The Trustees of the Charity are the UK-based officers of the Executive Committee. The Trustees and the Executive Committee shall comply with their obligations under the UK Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- 1) the keeping of accounting records for the Charity;



- 2) the preparation of annual statements of account for the Charity;
- 3) the auditing or independent examination of the statements of account of the Charity;
- 4) the transmission of the statements of account of the Charity to the Commissioners;
- 5) the transmission of the statements of account of the Charity to the Member Organisations, normally at the General Assembly.

#### **O. Annual Report**

The Trustees and the Executive Committee shall comply with their obligations under the UK Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

#### **P. Annual Return**

The Trustees and the Executive Committee shall comply with their obligations under the UK Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

#### **Q. General Assembly**

- 1) There shall be a General Assembly of the Charity which shall be held at least every three years, normally in the month of July or as close as practicable to this date.
- 2) The General Assembly shall be called by the Executive Committee. The Secretary shall give at least three months' notice of the General Assembly to all the members of the Charity, who shall all be entitled to attend and vote at the meeting, with one vote per member society, either in person or electronically.
- 3) The President shall act as chairman of the meeting, but if he or she is not present, before any business is transacted the persons present shall appoint a chairman of the meeting.
- 4) The Executive Committee shall present to each General Assembly the report and accounts of the Charity for the preceding three years.
- 5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee at least one

month before the General Assembly. Should nominations exceed vacancies, election shall be by secret ballot, either in person or electronically.

### **R. Special General Assembly**

The Executive Committee may call a Special General Assembly of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least one month's notice must be given. The notice must state the business to be discussed.

### **S. Procedure at General Assemblies**

- 1) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Assembly of the Charity.
- 2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being, or ten members of the Charity, whichever is the greater, are present at any General Assembly, either in person or online.

### **T. Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or electronically.

### **U. Alterations to the Constitution**

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






- 4) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

**V. Dissolution**

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

This revised constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

JESUS PEREZ - GIL  .....(President)  
Signed .....  
ELENA POHL  .....(Vice President)  
.....  
ANTHONY WATTS  .....(Past President)  
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28 JANUARY 2022