

EPWS statutes modifications proposed to the 2012 General Assembly, Brussels

The French version of the statutes is the official one. The proposed modifications, which will be discussed at the General Assembly, are underlined or barred in the second column.

Present EPWS Statutes	Proposed modifications	Comments
<p>Association official name <u>Plateforme européenne des femmes scientifiques</u></p> <p>Article 1 – Name, purpose, duration, applicable law An International association with an international aim has been set up and is called the European Platform of Women Scientists (EPWS) in order to promote women scientists and the integration of gender issue in all areas of research and in all areas of the research policy debate within national, European and international institutions. The Association, the European Platform of Women Scientists, will hereinafter be referred to as “the Association”.</p>	<p>Association official name <u>European Platform of Women Scientists- EPWS</u></p> <p>Article 1 – Name, purpose, duration, applicable law An International association with an international aim, <u>called the “European Platform of Women Scientists, EPWS”</u> <u>has been set up</u> in order to promote gender equality in science. Its purpose is to promote women scientists and the integration of the gender dimension in science, and in all areas of research and in all areas of the research policy debate within national, European and international institutions. The Association, the European Platform of Women Scientists, will hereinafter be referred to as “the Association”. <u>It is authorized to use the abbreviation “EPWS” in all deeds, invoices, announcements, publications and any other document.</u></p>	<p>It is possible to keep the Association’s English name even in the French version of the statutes: this way EPWS will be better identified</p>
<p>Article 2 – Registered office The Association’s registered office is at 38 rue d’Arlon, Brussels, Belgium.</p>	<p>Article 2 – Registered office The Association’s registered office is at [street, number, post code,], Brussels Belgium.</p>	
<p>Article 3 – Activities</p>	<p>Article 3 – Activities</p>	<p>No modification. Changing the missions of an Association is like creating a new one and requires the heaviest procedures (including a Royal Decree). We prefer introducing new</p>

		activities, like promoting science for/by girls, in the internal rules.
<p>Article 4 bis – Membership Fees The members pay an annual membership fee the amount of which is decided by the General Assembly. Only those members who have paid their annual membership fees will be entitled to send delegates or observers to the General Assembly or to take their seats on the governing bodies of the Association as set out in these Statutes.</p>	<p>Article 4 bis – Membership Fees The <u>full members</u> pay an annual membership fee the amount of which is decided by the General Assembly <u>after proposition of the Board of Administration</u>. Only those members who have paid their annual membership fees will be entitled to send delegates or observers to the General Assembly or to take their seats on the governing bodies of the Association as set out in these Statutes.</p> <p><u>The other categories of members support the association by financial contributions whose minimum, depending on the members category, is voted by the General Assembly.</u></p>	
<p>Article 5 - Full Members</p> <p>...</p> <p>- to work in one of the standing committees with the exception of those filling positions in the executive bodies.</p> <p>Any organisation of women scientists which is applying for full membership and which does not conform to the above criteria will make the necessary changes so that they fulfil these criteria, according to the procedure which is set out in the internal rules.</p>	<p>Article 5 - Full Members</p> <p>...</p> <p>- to work <u>actively contribute</u> in one of the standing committees with the exception of those filling positions in the executive bodies. <u>the Association activities.</u></p> <p><u>Every</u> organisation of women scientists which is applying for full membership and which does not conform to the above criteria will <u>must</u> make the necessary changes so that they fulfil these criteria, according to the procedure which is set out in the internal rules.</p>	<p>Standing Committees never worked properly and we propose to no longer mention them</p>
<p>Article 6 – Associate Members Associate Members of the Association are key individuals from countries without established structures or non-governmental women scientists’ networks and organisations or organisations and networks committed to gender issues in science or the women’s sections of mixed non-governmental science organisations that are committed to the purpose and the aims of the Association as outlined in the statutes that do not comply with the basic requirements (as yet).</p>	<p>Article 6 – Associate Members Associate Members of the Association are <u>key individuals from countries without established structures or organisations with no legal structure that are committed to the purpose and aims of the Association as outlined in the present statutes and do not comply with the basic requirements (as yet).</u> <u>They can be</u> non-governmental women scientists’ networks and organisations, or organisations and networks committed to gender issues in science or the women’s sections of mixed non-governmental science organisations.</p>	

<p>The rights of Associate members include:</p> <ul style="list-style-type: none"> - attending meetings of the General Assembly as observers and at their own expense; - participating in the Standing Committees on a guest basis upon invitation by the Board of Administration; ... - receiving any relevant information about the activities of the Association; 	<p>The rights of associate members include:</p> <ul style="list-style-type: none"> - attending meetings of the General Assembly as observers and at their own expense; - participating in the Standing Committees <u>Association activities</u> on a guest basis upon invitation by the Board of Administration; ... - receiving any relevant information about the activities of the Association. <p><u>The Associate members support the Association through an annual financial contribution the minimum amount of which is determined according to Article 4bis.</u></p>	<p>Only those members who paid a membership fee (the Full members) can vote at the General Assembly. The other categories cannot vote and help the association through an annual contribution.</p>
<p><u>Article 7 - Individual Supporting Members</u></p> <p>...</p> <p>The rights of individual supporting members include:</p> <ul style="list-style-type: none"> - attending by invitation seminars and conferences organised by the Association at their own expense; - receiving any relevant information about the activities of the Association. 	<p><u>Article 7 - Individual Supporting Members</u></p> <p>...</p> <p>The rights of individual supporting members include:</p> <ul style="list-style-type: none"> - attending by invitation seminars and conferences organised by the Association at their own expense; - receiving any relevant information about the activities of the Association. <p><u>The individual supporting members support the Association through an annual financial contribution the minimum amount of which is determined according to Article 4bis.</u></p>	
<p><u>Article 8 - Supporting Organisations</u></p> <p>Supporting organisations ...</p> <p>They do not pay an annual membership fee, in line with Article 4 bis of these statutes, but make a financial or in-kind contribution to the Association in support of its work.</p>	<p><u>Article 8 - Supporting Organisations</u></p> <p>Supporting organisations ...</p> <p>They do not pay an annual membership fee, in line with Article 4bis of these statutes, but make a financial or in-kind contribution to the Association in support of its work.</p>	
<p><u>Article 9 – Membership application procedure</u></p> <p>Applications for admission as a member will be directed to the Executive Committee. Membership takes effect following (i) a positive vote of the General Assembly in the case of Full Members or (ii) a positive vote of the Board of Administration for all other membership categories and (iii) from the time the new member has paid its annual membership fee, which may be reduced depending on at what time of the year they are accepted into</p>	<p><u>Article 9 – Membership application procedure</u></p> <p>Applications for admission as a member will be directed to the Executive Committee. Membership takes effect following (i) <u>a positive vote of the General Assembly in the case of Full Members</u> or (ii) a positive vote of the Board of Administration for all other membership categories and (iii) from the time the new member has paid its annual membership fee, which may be reduced depending on at what time of the year they are accepted into</p>	

<p>membership.</p>	<p>membership.</p>	
<p><u>Article 10 – Resignation. Exclusion</u> Any member can withdraw from the Association with immediate effect, provided the member has notified such withdrawal to the Executive Committee by any means of communication set forth in the internal rules and to have paid the annual membership fee to the end of the year.</p> <p>Any member which violates...</p>	<p><u>Article 10 – Resignation. Exclusion</u> Any member can withdraw from the Association with immediate effect, provided the member has notified such withdrawal to the Executive Committee by any means of communication set forth in the internal rules and to have paid the annual membership fee to the end of the year.</p> <p><u>Any member, who, is spite of a follow-up letter from the Board of Administration, has not paid its membership fee for two consecutive years and has not provided good reason for waiving the fee for these two consecutive years, is considered as having withdrawn from the Association.</u></p> <p>Any member which violates...</p>	
<p><u>Article 11 – Structures</u> The Association has the following structures:</p> <ul style="list-style-type: none"> - the General Assembly; - the Board of Administration and - the Executive Committee -the Standing Committees <p>Sub committees...</p> <p>They are assisted in their work by the Secretariat of the Association.</p>	<p><u>Article 11 – Structures</u> The Association has the following structures:</p> <ul style="list-style-type: none"> - the General Assembly; - the Board of Administration and - the Executive Committee -the Standing Committees <p>Sub committees...</p> <p>They are assisted in their work by the Secretariat of the Association.</p>	
<p>GENERAL ASSEMBLY</p> <p><u>Article 12 – Composition. Powers</u></p> <p>12.1. The General Assembly will consist of women delegates nominated by the current full members of the Association according to the rules laid out in the current statutes. Only delegates representing full members who have paid their membership fee will be entitled to attend and to speak at the General Assembly. Associate members and other members may attend as observers and speak by invitation only, and providing they have paid their annual membership fee.</p> <p>The Board of Administration can decide</p>	<p>GENERAL ASSEMBLY</p> <p><u>Article 12 – Composition. Powers</u></p> <p>12.1. The General Assembly will consist of women delegates nominated by the current full members of the Association according to the rules laid out in the current statutes. Only delegates representing full members who have paid their membership fee will be entitled to attend and to speak at the General Assembly. <u>Each full member has one ballot. Blank ballots are considered as non-submitted ballots.</u></p> <p><u>Associate members and supporting members who have paid their contribution are invited to attend the</u></p>	

<p>at the meeting just before the General Assembly that this meeting will be limited to full members and excluding all other categories of membership.</p>	<p><u>General Assembly sessions as observers. They are consulted on the questions they are specifically concerned in as associate or supporting members.</u></p> <p><u>The Board of Administration can decide that for certain items on the General Assembly agenda, the presence will be limited to full members, excluding all other categories of membership. The notification, the agenda and the minutes then specify which items are treated in the sole presence of full members.</u></p>	
<p><u>Article 15 – Notice. Agenda.</u> Notification for the ordinary General Assembly will be sent to the members, by means of written and/or electronic communication, three months in advance. The notification will set out the draft agenda, the location, the date and the time of the General Assembly and the proportion of costs that will be met for each delegate to the General Assembly.</p> <p>Notification to any extraordinary General Assembly will be sent to members, by means of postal or electronic communication, one month in advance. The notification will set out the agenda, the location, the proportion of delegate’s expenses that the Association will meet, date and the time of the extraordinary General Assembly.</p>	<p><u>Article 15 – Notice. Agenda.</u> Notification for the ordinary General Assembly will be sent to the members, by means of written and/or electronic communication, <u>at least two months</u> in advance. The notification will set out the draft agenda, the location, the date and the time of the General Assembly and the proportion of costs that will be met for each delegate to the General Assembly. <u>The execution of this procedure does not need to be proved.</u></p> <p>Notification to any extraordinary General Assembly will be sent to members, by means of postal or electronic communication, at least one month in advance. The notification will set out the agenda, the location, the proportion of delegate’s expenses that the Association will meet, date and the time of the extraordinary General Assembly. <u>The execution of this procedure does not need to be proved.</u></p> <p><u>Each proposal of additional item on the agenda from a full member sent by letter or e-mail to the Board of Administration will be added to the Agenda. In case of extreme urgency and with the agreement of the Board of Administration, an item which is not on the agenda may be discussed but it can only be subject to a vote in a forthcoming meeting.</u></p>	
<p><u>Article 16 – Quorum. Votes</u> The General Assembly will only be validly constituted if one third of the full member organisations are represented by their delegate.</p>	<p><u>Article 16 – Quorum. Votes</u> The General Assembly will only be validly constituted if <u>at least one</u> third of the full member organisations are represented by their delegate <u>or possibly through a written proxy.</u></p>	<p>In French “procuration”.</p>

<p>It is the Association's intention to make decisions by consensus. If no consensus can be reached, then decisions of the General Assembly will be validly adopted if they are approved by a simple majority of the votes cast, except if and to the extent that other majorities are provided for in the statutes.</p> <p>Thus, a new full member can only be admitted into the Association if two thirds of the votes at the General Assembly are in favour of its membership.</p> <p>The quorum defined...</p> <p>Should this quorum not be reached, a second General Assembly may be convened for any day, which is at least three weeks and no more than six weeks later than the date for which the General Assembly was originally scheduled. This second General Assembly will be validly constituted irrespective of the number of full members present provided that the text in paragraphs 1,2, 4 and 5 of this article are included in full in the notification.</p> <p>Amendments...</p> <p>The dissolution of the Association can only be decided by a two thirds majority of the full member organisations present.</p> <p>The decisions of the General Assembly will be recorded in the minutes which will be kept in a file specifically for this purpose at the secretariat of the association, and which without being moved from the secretariat, can be consulted by any member, who must offer a brief explanation for their request.</p>	<p>It is the Association's intention to make decisions by consensus. If no consensus can be reached, then decisions of the General Assembly will be validly adopted if they are approved by a simple majority of the votes cast, except if and to the extent that other majorities are provided for in the statutes <u>or in the law.</u></p> <p>Thus, a new full member can only be admitted into the Association if <u>a simple majority</u> of the votes at the General Assembly <u>is</u> in favour of its membership.</p> <p>The quorum defined...</p> <p>Should this quorum not be reached, a second General Assembly may be convened for any day, which is at least three weeks and no more no later than six weeks later than the date for which the General Assembly was originally scheduled. This second General Assembly will be validly constituted irrespective of the number of full members present provided that the text in paragraphs 1, 2, 4 and 5 of this article are included in full in the notification.</p> <p>Amendments...</p> <p>The dissolution of the Association can only be decided by a two thirds majority of the full <u>members organisations</u> present.</p> <p>The decisions of the General Assembly will be recorded in the minutes which will be kept in a file specifically for this purpose at the secretariat of the association, and which without being moved from the secretariat, can be consulted by any member, who must offer a brief explanation for their request <u>.by the Executive Committee. These minutes will be sent to the full members and the associate members by e-mail. All members, including supporting members, will be allowed to consult the file , after a written and motivated request sent to the President.</u></p>	<p>Except if it is decided that the Board admits the full members, see Article 9</p> <p>Maybe there is a legal minimum delay, in the opinion of Jean-François Mayence, the lawyer we consulted, the second General Assembly cannot be the same day as the first one.</p>
<p><u>Article 18 – Written procedure</u> When the urgency of the matter so requires, the General Assembly may make decisions by a written procedure,</p>	<p><u>Article 18 – Written procedure</u> When the urgency of the matter so requires, the General Assembly may make decisions by a written procedure,</p>	

<p>including electronic communication. To that effect the Executive Committee, with the assistance of the Secretariat, will send by means of postal and/or electronic communication, the proposed decisions with an explanatory note to all members. The Executive Committee will deem the proposed decision adopted if, within ten working days following the dispatch of such communication, 50% plus one responses from full members have been received by the Executive Committee, care of the Secretariat, and a simple majority reached.</p>	<p>including electronic communication. To that effect the Executive Committee, with the assistance of the Secretariat, will send by means of postal and/or electronic communication, the proposed decisions with an explanatory note to all members. The Executive Committee will deem the proposed decision adopted if, within ten working days following the dispatch of such communication, 50% plus one responses from full members have been received by the Executive Committee, care of the Secretariat, and a simple majority reached.</p>	
<p>Standing Committees</p> <p><u>Article 19 - Composition - Powers</u></p>	<p><u>Article suppressed</u></p>	<p>Standing Committees never worked at EPWS.</p>
<p>BOARD OF ADMINISTRATION</p> <p><u>Article 20 – Composition. Powers. Responsibilities</u></p>	<p>BOARD OF ADMINISTRATION</p> <p><u>Article 20 – Composition. Powers. Responsibilities</u></p>	<p>This article is not modified, except if we decide that it is the Board that decides the admission of full members (see Article 9).</p>
<p><u>Article 21 – BA Meetings</u></p> <p>The President will convene a meeting of the Board of Administration at least three times each year, at the dates proposed by the Executive Committee, including the meeting the day before the General Assembly.</p> <p>The invitations...</p> <p>The decisions of the Board of Administration will be recorded in the minutes which will be kept in a file specifically for this purpose at the secretariat of the association, and which, without being moved from the secretariat, can be consulted by any member, who must offer a brief explanation for their request.</p>	<p><u>Article 21 – BA Meetings</u></p> <p>The President will convene a meeting of the Board of Administration at least three times each year, at the dates proposed by the Executive Committee, including <u>a meeting</u> the day before the General Assembly.</p> <p>The invitations...</p> <p>The decisions of the Board of Administration will be recorded in the minutes which will be kept in a file specifically for this purpose by the Executive Committee, and which, without being moved from the secretariat, can be consulted by any member, who must offer a brief explanation for their request.</p>	
<p><u>Article 22 – Composition. Powers. Responsibilities (of the Executive Committee)</u></p> <p>... The Executive Committee will have the following powers and responsibilities:</p> <ul style="list-style-type: none"> -the preparation ... -making recommendations to the Board of Administration in relation to all 	<p><u>Article 22 – Composition. Powers. Responsibilities (of the Executive Committee)</u></p> <p>... The Executive Committee will have the following powers and responsibilities:</p> <ul style="list-style-type: none"> -the preparation of the draft annual work plan of the Association; -the preparation ... -making recommendations to the Board 	

<p>requests for membership of new members; -the appointment of senior staff of the Secretariat; -assumption of the tasks of the Board of Administration in between meetings of the Board of Administration if exceptional circumstances and the urgency of the matter so require...</p>	<p>of Administration in relation to all requests for membership of new members; -the appointment of senior staff of the Secretariat if needed; -assumption of the tasks of the Board of Administration in between meetings of the Board of Administration if exceptional circumstances and the urgency of the matter so require...</p>	
<p><u>Article 23 – EC Meetings</u> The President, or any other person designated by her-him, or failing that, the Secretariat will convene the meetings of the Executive Committee at least six times each year by whatever means of communication is deemed appropriate as set out in the internal rules...</p>	<p><u>Article 23 – EC Meetings</u> The President, or any other person designated by her-him, or failing that, the Secretariat will convene the meetings of the Executive Committee at least <u>four</u> times each year by whatever means of communication is deemed appropriate as set out in the internal rules...</p>	
<p><u>Article 24 – President. Vice-President. Treasurer.</u> The President will be accountable to the members of the Association. She-he will have the following powers and tasks: -Chairing... -Supervision, on behalf of the Executive Committee, of the activities of the Secretariat... The Treasurer will have the following powers and tasks: -Monitoring and supervision of the work of the secretariat regarding financial matters; -Presentation of the necessary financial interim reports to the Board of Administration;</p>	<p><u>Article 24 – President. Vice-President. Treasurer.</u> The President will be accountable to the members of the Association. She-he will have the following powers and tasks: -Chairing... -Supervision, on behalf of the Executive Committee, of the activities of the <u>staff if any</u>... The Treasurer will have the following powers and tasks: -Monitoring and supervision of the work of the secretariat regarding financial matters; -Preparation and presentation of the necessary financial interim reports to the Board of Administration; <u>-If need be, monitoring and supervision of the work of the staff regarding financial matters</u></p>	
<p><u>Article 25 – Secretariat. Secretary General</u></p>	<p>Suppressed</p>	<p>Even if there is no Secretariat now, the General Assembly may choose to keep this article, in case in the future there is again one...</p>
<p><u>Article 26 - Legal Representation vis-à-vis third parties</u></p>	<p><u>Article 26 - Legal Representation vis-à-vis third parties</u></p>	

<p>The Association will be...</p> <p>Within the framework of daily management, the Association will be validly represented vis-à-vis third parties and with regard to all deeds by the Secretary General...</p>	<p>The Association will be ...</p> <p>Within the framework of daily management, the Association will be validly represented vis-à-vis third parties and with regard to all deeds by <u>a member of the Executive Committee...</u></p>	
<p>Article 27 – Budgets and Financial year</p> <p>The budgets and accounts will be prepared on an annual basis by the Finance Officer within the secretariat and the Secretary General and will be reviewed by the Treasurer.</p> <p>All financial records and the end of year accounts will be audited by an external auditor. Each year the external auditor will prepare a statement and balance sheet, which will be reviewed by the Treasurer and approved by the Board of Administration and by the General Assembly.</p> <p>The financial year of the Association will run from 1st January to 31st December of each year.</p>	<p>Article 27 – Budgets and Financial year</p> <p>The budgets and accounts will be prepared on an annual basis <u>by the Finance Officer within the secretariat and the Secretary General and will be reviewed</u> by the Treasurer.</p> <p><u>All financial records and the end of year accounts will be audited by an external auditor. Each year the external auditor will prepare a statement and balance sheet, which will be reviewed by the Treasurer and approved by the Board of Administration and by the General Assembly.</u></p> <p><u>Every year the Treasurer will prepare a statement and balance sheet, which will be approved by the Board of Administration and by the General Assembly. If needed, on request either of the General Assembly, of the Board or of a full member not belonging to the Board, the Executive Committee will ask an external auditor to review the account and financial records.</u></p> <p>The financial year of the Association will run from 1st January to 31st December of each year.</p> <p><u>After approval of the accounts by the General Assembly, discharge will be granted to the members of the Board of Administration.</u></p>	<p>Simplification taking into account the much smaller budget of EPWS, which now enters in the “small association” category.</p> <p>Discharge has to be granted to the Board and not to the Executive Committee (lawyer’s comment)</p>
<p>Article 29 – Language</p> <p>The language used for all official documents will be French when required by Belgian law. English and French will be the working languages of the Association and where possible other languages will also be made available through translation of documents or interpretation of meetings.</p>	<p>Article 29 – Language</p> <p>The language used for all official documents will be French <u>when required by Belgian law. English and French is the common language of the Association’s members. and where possible other languages will also be made available through translation of documents or interpretation of meetings.</u></p>	