

Statutes

ESBES

**European Society of
Biochemical Engineering
Sciences**

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STATUTES

1 NAME

The name of the Association is European Society of Biochemical Engineering Sciences and the official abbreviation is ESBES.

2 DOMICILIATION

Contact details for the ESBES registered office are :

3 MISSION

ESBES is a non-profit association whose mission and objectives are defined as follows:

ESBES is a non-profit association whose purpose is to promote cooperation in Europe between non-profit scientific and professional associations for the advancement of biochemical engineering sciences and to foster the development of biochemical engineering sciences.

ESBES wants to

1. To serve the biochemical engineering science community by providing a platform for views and opinions and identifying opportunities for its voice to be heard.
2. Supporting biochemical engineers in ESBES member companies

Relying on

- sections and working groups,
- conferences and seminars,
- website and other means of communication.

3. Support initial and continuing training of biochemical engineers in Europe

Based on :

- an Education Section,
- ESBES publications,
- contributing to the development of training programs,
- scholarships.

4. Influence decision-makers and opinion-formers on issues of importance to biochemical engineers by :

- helping to shape European policy,
- promoting biochemistry to the general public,
- by contributing to European R&D programs,
- fostering academic/industrial links.

5. Initiate collaborations in support of common goals for the advancement of science and technology through

- Proactive analysis of the future and identification of topics,
- Bringing people together via respected European technical networks and opinion-formers on issues important to biochemical engineers, by :

- contributing to the evolution of European policies,
- enabling a better understanding of biochemistry by the general public,
- contributing to European R&D programs,
- fostering academic/industrial links.

5. Initiate collaborations in support of common goals and for the advancement of science and technology by :

- proactive analysis of the future and identification of topics,
- respected European technical networks.

ESBES will help Europe meet its needs by highlighting the role of biochemical engineering sciences in delivering sustainable products and processes.

4 DURATION

The association is established for an indefinite period. It may be dissolved at any time.

4 LANGUAGES

The official language of ESBES is English. In the event of inconsistency or disagreement as to the correct meaning of a document in a language other than English, the English language version is that produced by the General Secretariat.

5 MEMBERSHIP

5.1 Member companies

Full membership of ESBES is open to European not-for-profit scientific and technical professional associations whose activities encompass, in whole or in part, the field of biochemical engineering sciences, and who meet the membership requirements.

Member companies are entitled to vote at the Annual General Meeting.

A non-European association may apply for full ESBES membership subject to the following conditions:

- The company must have been an ESBES correspondent for at least five years;
- It must have shown interest in and actively cooperated with ESBES and its sections, for example by attending the General Assembly meeting, sending participants to section meetings and taking part in ESBES conferences.

5.1.1 Conditions for full membership

Membership depends entirely on:

- i) Dues ;
- ii) Support for the ESBES mission ;
- iii) Acceptance by the Board of Directors; and
- iv) Commitment to respect the Articles of Association.

5.1.2 Membership application

The decision to accept an association as a member of ESBES rests with the Board of Directors. A written application for membership must be addressed to the President of ESBES, in care of the General Secretariat.

5.1.3 Withdrawal of membership

Withdrawal from the ESBES may be made at the end of any calendar year, provided that it has been notified by registered letter to the ESBES President, in care of the General Secretariat.

Full membership of ESBES may, at the discretion of the Board of Directors, be withdrawn from any Member Society which ceases to comply with these conditions. Member Societies may be expelled from membership if dues are not paid within six (6) months of the due date. The company in question has the right to appeal to the General Meeting against the decision of the Board of Directors.

5.2 Corporate membership

Companies and institutions based inside or outside Europe whose activities concern the field of biochemical engineering sciences can apply for institutional membership. They have voting rights at the General Meeting (one vote per company/institution).

Institutional Members will be kept informed of all ESBES technical and scientific activities.

5.2.1 Institutional membership application

The decision to accept a company/institution as an institutional member of ESBES rests with the Board of Directors. A written request for institutional membership should be addressed to the President, in care of the General Secretariat.

5.2.2 Withdrawal of corporate membership

Withdrawal from the ESBES may be made at the end of any calendar year, provided that it has been notified by registered letter to the ESBES President, in care of the General Secretariat.

Membership may, at the discretion of the Board of Directors, be withdrawn from any institution which ceases to comply with these conditions. The institution in question has the right to appeal to the General Meeting against the decision of the Board of Directors.

5.3 Individual members

Individuals with expertise and interest in the field of biochemical engineering can apply for individual membership. Individual members join sections or working groups in which they are expected to participate regularly.

They do not have voting rights at the Annual General Meeting.

5.4 Honorary members

Individuals who have made extraordinary contributions to the life and well-being of ESBES over a long period of time may become Honorary Members of ESBES. The decision to grant honorary membership rests with the Board of Directors, who also define the procedures and draw up the criteria for honorary membership.

6 GOVERNANCE

ESBES governance comprises the General Meeting, the Board of Directors and the Secretariat. The activities of the members of the General Assembly and the Board of Directors are entirely voluntary and therefore unpaid.

6.1 Annual General Meeting

The General Assembly is the forum that controls and reviews ESBES activities.

6.1.1 Composition/General provisions

The Assembly is composed of

- voting members :

- o ESBES President
- o Member Association representatives (one per company)
- o Institutional Member representatives (one per institution)

- non-voting members :

- o ESBES Vice-Presidents,
- o members of the Board of Directors,
- o Individual and Honorary Members
- o ESBES Section and Working Group Chairmen, and
- o representatives of the General Secretariat offices.

The General Meeting is chaired by the President of ESBES.

Representatives are appointed by member and correspondent societies in accordance with their respective constitutions, but must be suitably qualified in the field of biochemical engineering sciences. The same representative may be appointed several times in succession.

Member Associations may be represented at General Meeting meetings by another Member Association, using a special proxy form provided by the General Secretariat. A Member Association may not hold more than two proxies.

Members of the Board of Directors, representatives of the General Secretariat and the Chairmen of Sections and Working Groups are entitled to attend in an advisory capacity, but without the right to vote.

Except in cases provided for in the Articles of Association, decisions are taken by a simple majority of the votes of the voting members present or represented. In the event of a tied vote at a General Meeting, the Chairman has the casting vote.

General Meetings are valid if six or more Member Companies are represented or if 25% of Member Companies are present.

6.1.2 Responsibilities

The General Meeting decides on all constitutional matters relating to the work of ESBES. In particular, it must :

- to elect the members of the Board of Directors. The election procedure is detailed in Appendix 1.

- elect, on the basis of a proposal from the Board of Directors, the ESBES Chairman and Scientific Vice-Chairman, the General Secretary and the Treasurer;
 - hear the Chairman's report and vote on his discharge
 - Hear the report of the Scientific Vice-President;
 - hear and approve the Treasurer's report every year;
 - approve the rate of dues, other levies and other fundraising to further ESBES objectives;
 - assign or withdraw the function of General Secretariat to a Member Association by a two-thirds majority of the Member Associations;
 - rule on appeals from Member/Corresponding Associations or the Board of Directors; and
 - decide on any amendments to the Articles of Association and on the dissolution of the ESBES.
- In addition, the General Meeting has the power to remove any officer or elected member of the Board from office.

The Annual General Meeting entrusts the execution of decisions to the Board of Directors.

The General Meeting meets at least once a year, or at the request of the majority of representatives.

The request for an additional/extraordinary meeting must be notified to the General Secretariat with letters of support from the majority of representatives. If such a proposal is received, the Chairman will convene a General Meeting within six (6) months.

Ordinary meetings of the General Assembly take place, whenever possible, on the occasion of an ESBES event, while extraordinary meetings are held at the headquarters of one of the General Secretariat offices.

An ordinary meeting of the Annual General Meeting comprises :

1. ESBES Chairman's report
2. Executive Vice-President's report including accounts and budgets.
3. Scientific Vice-President's report
4. Elections (if necessary)
 - a. Executive Board members
 - b. President and Vice-President of ESBES
5. Decisions on statutes and levies
6. Questions to the Chairman

Questions to the ESBES President tabled under point 6 above must be related to ESBES activities and must be submitted in writing to the Secretariat at least two (2) weeks before the General Assembly meeting.

Notice of the General Meeting must be sent at least one (1) month before the meeting to the members of the General Meeting and to the Member Associations. This notice will contain an activity report, the text of all resolutions, copies of the ESBES accounts and any other relevant information.

6.2 The Board

6.2.1 Composition/General provisions

The Executive Board is chaired by the ESBES President and comprises :

- four ex officio members :
 - o ESBES President ;
 - o Executive Vice-President ;
 - o Scientific Vice-President ;
 - o the head of the General Secretariat's office or his/her designated representative.
- up to six elected members.
- founding members (Ex Officio)

The President of ESBES, the Scientific Vice-President and the General Secretary are called the "Directors".

All elected Board members must have been ESBES members for at least 5 years. Elected members may not be represented by delegates. No less than two officers and half of the elected members are required for a meeting to be validly constituted. The term of office of the Board of Directors is four years, and incumbent members may be re-elected for a further term.

A member of the Board may resign by giving written notice to the President of ESBES and to the Member Society concerned. After resignation, the member is obliged to continue in office until he/she can be replaced within a reasonable period of time.

The Board meets at least twice a year, and members are given at least one (1) month's notice. All General Secretariat offices are also notified.

6.2.2 Voting

Voting on resolutions within the Executive Board is subject to the following procedure: if more than half the members of the Executive Board vote in favor of the proposal, it is deemed to have been accepted. Votes may be transmitted by post before the meeting if a member is unable to attend.

If, during the vote, one-third of Board members request that their proposal be submitted to the Annual General Meeting, this request will be acted upon at the next Annual General Meeting. This meeting takes place no later than 12 months after the Board meeting in question.

6.2.3 Responsibilities

The Office :

- determines the general policy and strategic orientations of ESBES ;
- implements decisions taken by the Annual General Meeting;
- decide on the acceptance or exclusion of Member Associations and Corresponding Societies;
- decides on any agreements or affiliations with other organizations;
- proposes candidates for ESBES President and for Executive Vice-President, General Secretary and Treasurer to the General Meeting;
- hears the report of the Scientific Vice-President;
- receive and approve the Treasurer's report, accounts and budget every six months, and recommend them to the Annual General Meeting every two years;
- decides, on the basis of a recommendation from the Scientific Vice-President, on the creation and dissolution of Working Groups and Sections;

- decides, on the basis of a recommendation from the Chairman, on the creation and dissolution of any working group and entrusts it to one of the three ESBES managers.
- approves guidelines for working groups and sections at the request of the Scientific Vice-President;
- monitors the activities of ESBES and ensures compliance with the Articles of Association at General Meetings;
- decides on the introduction of the ESBES awards and the award criteria;
- decides on the ESBES Honorary Membership to be awarded; and
- decides on the host country for ESBES and ECAB symposia.

In addition, the Bureau may :

- co-opt a member of the Board of Directors in accordance with the procedure set out in Appendix 1;
- invite guest members to Board meetings;
- retain outside counsel ;
- make all arrangements relating to the assets held on behalf of ESBES, including sales, procurement, insurance, investment, etc.; and
- delegate all powers as necessary.

6. 3 sections and working groups

6.3.1 Sections

Sections can be set up to deal with particular areas, with the aim of achieving active collaboration in Europe, for example by preparing reports, studying important issues and suggesting symposia to be organized.

The decision as to the formation of Sections rests with the Board on the recommendation of the Scientific Vice-President. The recommendation will include the objectives and tasks of the proposed Section, together with a list of initial members.

The decision to discontinue a section rests with the Board of Directors, on the recommendation of the Scientific Vice-President.

An ESBES section is headed by a president and a secretary and/or vice-president.

The Section Chair is elected by the current members of the Section and confirmed by the ESBES President. The election procedure and term of office for Section Chairmen are in line with the guidelines for working groups. Section Chairmen are non-voting members of the General Meeting.

Section members are appointed by the Chairman, with the consent of the Section President, either by election by the serving members of the Section, or by nomination through a member association.

Sections may have guest members and honorary guests without voting rights. Details are to be defined in the section guidelines.

Sections may generate their own funds in accordance with the rules and purpose of ESBES. Section accounts will be kept by the General Secretariat.

Subject to the provisions of the Articles of Association, the sections conduct their business as they see fit, subject to the requirements of the Board of Directors.

6.3.2 Working groups

Working groups may be introduced to help facilitate ESBES activities. The decision to introduce a working group rests with the Board of Directors on the recommendation of the ESBES President.

Within the framework and purpose of ESBES, working groups are free to pursue their activities in the way that best serves the task entrusted to them.

6.4 ESBES Chairman and Vice-Chairman

6.4.1 The Chairman

The President of ESBES is elected by the General Meeting from among the members of the Member Associations by a simple majority of those present or represented at the General Meeting, on the basis of the proposal of the Board. The President holds office for two years and may be re-elected for a further term.

Any candidate for the Presidency must have experience of ESBES activities to ensure a good understanding of its mechanisms.

The main responsibilities of the Chairman (together with the two Vice-Chairmen) are as follows:

- promote the interests of ESBES and secure its future;
- decide on all operational matters in accordance with the decisions of the Board of Directors;
- chair General Meeting and Board meetings;
- report to the Annual General Meeting on the activities of ESBES;
- Appoint section delegates after nomination by member associations and approval by the respective working group;
- appoint the elected members of the Section or working group
- confirm Section Chairmen ;
- recommend the creation or dissolution of a Working Group to the Executive Board; and
- represent ESBES in its dealings with outside organizations and institutions.

The outgoing Chairman is invited to attend Board meetings for a further two years after his retirement, to enable his successor to benefit from his experience.

In the event of the resignation, death or exclusion of the ESBES President, a postal vote of the General Meeting may be organized to appoint a successor on the proposal of the Board.

6.4.2 Scientific Vice-President

The Scientific Vice-President of the ESBES Society is elected by the General Meeting from among the members of the Member Associations by a simple majority of those present or represented at the General Meeting, on the basis of a proposal by the Board. .

The Scientific Vice-Chairman holds office for two years and may be re-elected for a further term.

All candidates for the position of Scientific Vice-President should have experience of ESBES activities, to ensure a good understanding of its mechanisms.

The Scientific Vice-President must

- be responsible for monitoring the operation and activities of the Sections and ensuring compliance with ESBES policy;
- organize and chair the annual meeting of Section and Working Group Chairs to facilitate coordination and exchange of information between the various ESBES groups;
- examines the Section reports;
- report on the scientific activities of the Sections to the Board and the General Meeting; and
- recommend the constitution or dissolution of a Section to the Executive Board.

In the event of the resignation, death or exclusion of the Scientific Vice-President, a postal ballot of the General Meeting may be organized to appoint a successor on the proposal of the Board.

6.4.3 The General Secretary

The General Secretary of the ESBES is elected by the General Assembly from among the members of the Member Associations by a simple majority of those present or represented at the General Assembly meeting, on the basis of a proposal by the Board of Directors . The Executive Vice-President holds office for two years and may be re-elected for a further term.

7 FINANCES

7.1 Fees and expenses

The General Secretariat and ESBES managers work on a voluntary basis.

ESBES is not responsible for the travel and accommodation expenses of delegates attending section, working group, general meeting or board meetings.

7.2 ESBES budget and funds

ESBES must generate funds to finance tasks in line with ESBES objectives and policy.

7.2.1 Fund administration

The ESBES Treasurer is responsible for the administration of funds. Access to accounting documents is open to members of the General Meeting.

7.2.2 Sources of revenue

Revenue sources may include :

- Institutional Member dues ;
- a royalty on ESBES-sponsored events;

- subsidies or financing for work entrusted to ESBES; and
- investment income from any capital.

7.2.3 Expenses

Expenses must be included in an annual budget and only incurred if sufficient funds are available.

7.2.4 Budget

The Treasurer proposes the budget on an annual basis. It is submitted to the Board of Directors and approved every two years by the General Meeting. The Treasurer also submits the accounts to the Executive Board and the General Meeting.

8 MODIFICATION OF THE ARTICLES OF ASSOCIATION

A proposal to amend the Articles of Association may be made to the General Meeting by the Board. A member may ask the Board to make such a proposal to the General Meeting. The General Meeting votes and decides whether or not to accept the proposed amendment(s) by a simple majority of members present or represented.

9 DISSOLUTION OF ESBES

The decision on a proposal to dissolve ESBES rests with the General Meeting, taken on the basis of two-thirds of voting members. A proposal for dissolution must be submitted in writing to the Board eight (8) months before the General Meeting at which the decision is to be taken. The outcome of the discussion at the Board meeting must be notified to all members of the General Meeting at least five (5) months before the said General Meeting. In the event of dissolution, the assets of ESBES will be transferred to one or more other organizations whose objects most closely resemble those of ESBES.

APPENDIX I

ESBES Board election procedure

1. The Board of Directors comprises :

- four ex-officio members: the four members of the Board.
- six elected members: three academic members (university or public institutions) and three non-academic members (industry).

2. Academic and non-academic members of the Board of Directors are elected separately. Seats in each of the two categories on the Board of Directors are not transferable to the other category.

3. Member Associations are invited by the General Secretariat to submit proposals for Board members four (4) months before the General Meeting at which the vote will take place.

Member Associations with unpaid membership fees may not participate in the election process.

4. Each Member Association is entitled to nominate one academic and one non-academic candidate. However, each list may contain only one candidate per country. If more than one candidate is nominated for a country, the respective national Member Associations are required to agree on a candidate.

5. Nominations must be submitted to the General Secretariat together with a curriculum vitae of no more than two (2) pages two (2) months before the said General Meeting.
6. The list of candidates and the curriculum vitae must be included in the General Meeting working documents and must be distributed no later than four (4) weeks before the General Meeting at which the vote will take place.
7. Each member association has up to six votes in each category. If fewer than six candidates are proposed for a category, the number of votes is equal to the number of candidates in the appropriate category.
8. To be elected, each candidate must have the support of at least 10% of voters...
9. In the event of the resignation, death or exclusion of an elected member of the Board, the candidate with the next highest number of votes in the appropriate category will automatically be elected as a replacement. If no other candidate is available, the Board of Directors has the power to co-opt a candidate until the next formal election.