

# EMBnet Statutes

## Revised, following AGM2011, May 25 2011

### Definitions - Article 1

With regard to these Statutes, the following definitions have been used:

**EMBnet:** a global network of bioinformatics organisations and professionals who are committed to supporting local scientific communities. The founding members are those of the 7<sup>th</sup> EMBnet Business Meeting, Basel October 14-16, 1993;

**AGM:** EMBnet's annual business meeting;

**Member:** any individual, or organisation (which functions as a Node) represented by an individual (who functions as a Node Manager), who pays a membership fee commensurate with his/her career status or his/her role in EMBnet, and who operates according to the Stichting Statutes and its Byelaws;

**EMBnet Constituency:** the full paid-up membership of EMBnet, forming the voting college;

**Executive Board:** the management body of EMBnet;

**Operational Board:** an advisory committee to the Executive Board;

**Project Committee:** an operational body that facilitates EMBnet's daily business;

**Special Interest Group (SIG):** a dynamic group that focuses members' activities around a particular research, technological, training, publication or funding theme.

### Name, Location & Duration - Article 2

1. The Stichting is known as STICHTING EMBNET, henceforth referred to as EMBnet.
2. EMBnet is registered in Nijmegen, The Netherlands.
3. EMBnet is established for an indefinite period of time.

### Goals & Scope - Article 3

1. EMBnet's goal is to provide bioinformatics support to global scientific communities, spear-headed by its Operational and Executive Boards, by offering specialised expertise, and access to biodatabases, software and especially training.
2. EMBnet achieves its goals by, among other activities:
  - a) harnessing the knowledge, expertise and technologies of its members;
  - b) responding strategically to matters of joint importance, whether technological, financial or political;
  - c) functioning as a dissemination network for bioinformatics tools and resources;
  - d) organising regular meetings and workshops to provide training in the use of bioinformatics tools and resources;
  - e) acting as a focus for attracting financial support and administering its accrued funds for activities agreed by its Boards.

### Finances - Article 4

1. The financial resources of EMBnet may comprise:
  - a) membership fees;
  - b) grants obtained from funding agencies and/or other sources;
  - c) donations and other income.
2. Membership fees are due annually, their amount being defined by the Executive Board.
3. These monies can only be used for EMBnet activities.
4. Spending must be approved by the Executive Board.
5. The Treasurer has the authority to make transactions.

### The EMBnet Constituency – Article 5

1. The EMBnet Constituency has the power to elect and dismiss members of the Executive Board and Project Committee Chairs.

2. The Constituency can discharge a member of the Executive or Operational Board if it feels that that Board member is no longer acting in EMBnet's best interests.
3. Decisions made by the Constituency shall be accepted by a majority of votes cast at an annual election, where each member is entitled to 1 vote.
4. The Constituency may nominate new candidates for the Operational Board.
5. The Constituency may nominate locations for the AGM.

### **The Executive & Operational Boards – Article 6**

1. The Executive Board, with advice from an Operational Board, is responsible for running EMBnet's daily business.
2. The Executive Board, as the principal management body of EMBnet, is elected by, and empowered to carry out the decisions of, the Constituency.
3. The Executive Board comprises 4 members, among which are a named Chair, Secretary and Treasurer (appointment to roles to be decided within the Executive Board).
4. The Executive Board may instantiate 1 or more Project Committees to facilitate EMBnet's operations.
5. The Executive Board may designate particular activities of its members as SIGs.
6. The Operational Board acts in an advisory capacity to the Executive Board, helping both to manage EMBnet's daily operations and to steer its strategic direction.
7. The Operational Board consists of at least 4 members, and comprises the full Executive Board together with the Chairs of its designated Project Committees; it may also include Chairs of its SIGs, at the discretion of the Operational Board.
8. The Executive Board and Project Committee Chairs, who must be organisational members (Nodes), are elected by the Constituency at an annual election.
9. The Executive Board and Committee Chairs are elected for a period of 3 years, and may be re-elected, but may only serve for 6 consecutive years, after which they must sit out a period of 1 year before becoming eligible for a further period of up to 6 years.
10. Executive Board members should turn over in such a way that, where practicable, sufficient experience is retained on the Board to allow it to run effectively.
11. Members of the Executive Board and Committee Chairs may step down at any time.
12. The Executive and Operational Boards can only approve decisions if at least 60% of their members are present (or represented) and the decision is approved with a majority vote.
13. Board members will not be paid for their duties but can be compensated for their out-of-pocket expenses.

### **Executive Manager & Administrative worker(s) – Article 7**

1. The Operational Board can decide to appoint an Executive Manager and/or administrator to support the Executive Board.
2. The appointment and duties of such staff will be handled by the Operational Board and defined relative to EMBnet's financial and administrative situation at that time.

### **Meetings of the Boards & Constituency – Article 8**

1. Meetings of the Executive and Operational Boards will be held monthly and minuted by the Secretary; additional meetings may be convened as required.
2. An AGM will be convened annually, at a location agreed by the Operational Board; nominations may be made by the Constituency.
3. AGMs will be led by the Chair; in his/her absence the Executive Board will choose a substitute.
4. Minutes of the AGM will be taken by the Secretary, or another person nominated by the Executive Board. The minutes (which must include the date, place and time of opening of the AGM, the list of attendees, and a summary of each item put to the vote and the results) must be approved by all members of the Operational Board.
5. All conflicts not covered by the Statutes will be handled by the Chair.

## **Responsibilities & representation of the Executive Board – Article 9**

1. The Constituency represents EMBnet in law.
2. This responsibility is delegated to the Executive Board.
3. The Executive Board is not authorised to enter into agreements that place EMBnet in the role of a guarantor or main risk taker, or in the position where EMBnet represents a third party, or where EMBnet becomes responsible for a third party debt.
4. The Executive Board is unable to enter into agreements for which EMBnet does not have the financial capabilities.

## **Ending of Constituency Membership – Article 10**

1. The rights and benefits of a member will be suspended if that member defaults on his or her annual membership fee (extenuating circumstances may be considered by the Executive Board);
2. The Operational Board can discharge a member of EMBnet if his or her character, values and behaviour are at odds with the goals of EMBnet.

## **Financial Reports & Accounting – Article 11**

1. EMBnet's book year will be the same as the calendar year.
2. At the end of the book year, EMBnet's financial accounts will be closed. The Treasurer will, within 6 months, compile a profit and loss and balance account, with supporting invoices, accountant's report, *etc.*, and will submit these to the Constituency for their scrutiny.

## **Byelaws – Article 12**

1. The Operational Board may set Byelaws to handle subjects not covered by these Statutes.
2. The Byelaws may not contradict these Statutes.
3. The Operational Board is always entitled to change or abandon the Byelaws.

## **Changing the Statutes – Article 13**

1. The Constituency may change these Statutes by the majority of votes cast during an extraordinary ballot.
2. Changes to these Statutes must be registered by a notarial act to become active.
3. The Executive Board is required to lodge any changes, and the changed Statutes, with the Openbaar Stichtingenregister (Publicly available Register of Foundations) in the town where EMBnet is registered.

## **Dissolution & Execution – Article 14**

1. The Constituency can dissolve EMBnet, providing the rules laid down in Article 13 are followed.
2. EMBnet will remain active after her dissolution until all her financial funds have been allocated and spent.
3. This executive stage will be managed by the Executive Board.
4. The executors must ensure that the dissolution of EMBnet is registered as laid down in Article 13.
5. During the executive stage, these Statutes will remain, as far as possible, in force.
6. Any remaining funds and assets following the execution of EMBnet shall be spent, as far as possible, as laid down in the goals of EMBnet.
7. After the execution, the books and minutes of EMBnet shall remain for 20 years with the youngest of the executors.

## **Conclusion – Article 15**

The Executive Board, with advice from the Operational Board, will decide on all situations and cases not covered by the law or these Statutes.