

# Constitution of the International Society of Electrochemistry (ISE)

## I General

### Article 1 - Name, duration, seat

- 1) The "International Society of Electrochemistry" (ISE), hereafter designated "The Society", is an Association organised and incorporated according to Article 60 of the Swiss Civil Code, and following the Swiss Civil Code and this Constitution.
- 2) Its duration shall be unlimited.
- 3) Its seat shall be in Lausanne, Switzerland.

### Article 2 - Purpose

The purpose of the Society, which shall function as a non-profit making organisation, shall be to promote education, research, science and technology in the field of electrochemistry by all suitable means.

## II Membership

### Article 3 - Kinds of membership

The Society shall permit different types of members, including Individual Members, Corporate Members, Corporate Sustaining Members, and Honorary Members. The requirements, responsibilities and privileges common to all categories of membership shall be laid down in the Constitution, and those distinct to each category of membership shall be described in the By-laws.

### Article 4 - Duties of members

Membership of the Society shall imply strict compliance with the Constitution and the By-laws of the Society, and with any decisions or resolutions lawfully made by the bodies or officers of the Society.

### Article 5 - Liabilities of members

Members shall not be personally liable for any debts and liabilities of the Society which itself shall be liable only to the extent of its assets.

### Article 6 – Admission, exclusion and termination of membership

The procedures for the admission of members, exclusion of members and termination of membership shall be regulated by the By-laws of the Society.

## III Specialisation

### Article 7 - Scientific Divisions

- 1) The Society shall have a number of Scientific Divisions to deal each with a special field of electrochemistry. The creation, removal or fusion of Scientific Divisions shall be authorised by The Society Membership (as defined in Article 11) and executed by the Executive Committee, to whom each Scientific Division will be responsible. An individual member or a corporate representative may belong to up to three Scientific Divisions with equal responsibilities and privileges in those three Divisions.
- 2) Each Scientific Division shall select Officers who shall form a Divisional Board in accord with the By-laws. These Officers shall represent the Division to the Executive Committee and be responsible for delivery of Divisional contributions to the scientific programmes of the Society.

### Article 8 - Regional Representation

- 1) With the approval of The Society Membership, Regional Sections may be established. A Regional Section may be formed by a single country, or by association of a geographically appropriate group of countries, in which the Society membership achieves or exceeds a threshold value. The specifications for this membership threshold shall be laid down in the By-laws. The purpose of a Regional Section is to promote the goals of the Society - with attention to particular local interests - as authorised by the Executive Committee.

- 2) Members of a Regional Section may elect a representative to coordinate Society activities within the region and to liaise between the Executive Committee and the local membership.

## **IV Publications**

### Article 9 - Publications

- 1) The Society may, alone or in collaboration with other organizations, sponsor scientific and educational publications. Decisions on such publications shall be made by The Society Membership, who shall authorise the Executive Committee to sign relevant agreements with institutions, societies or commercial publishers.
- 2) The editorial policy for Society publications shall be defined in the By-laws.

## **V Organisation**

### Article 10 - Bodies and Officers of the Society

The bodies of the Society are:

- a) the Society Membership
- b) the Executive Committee
- c) the Council
- d) the Committees and Commissions

The elected Officers of the Society are:

- e) The Executive Committee members
- f) The Division Officers
- g) The Regional Representatives

The appointed Officers of the Society are:

- h) the Executive Officers

### **The Society Membership**

### Article 11 - Composition

The totality of the registered members in good standing constitutes "The Society Membership". Within The Society Membership, Individual and Corporate members shall each be entitled to 1 (one) vote and Corporate Sustaining members shall each be entitled to 2 (two) votes at a Meeting of The Society Membership. Corporate and Corporate Sustaining members shall vote through duly appointed representatives elected by them according to the provisions laid down by the By-laws.

### Article 12 - Competencies and responsibilities

The Society Membership is the supreme authority of the Society and shall exercise all such powers as have not been conferred upon some other body pursuant to the present Constitution. It shall have in particular the authority to:

- 1) adopt or amend the Constitution
- 2) decide on the merger or dissolution of the Society
- 3) elect the members of the Executive Committee
- 4) remove members of the Executive Committee from office
- 5) adopt, amend and modify the By-laws
- 6) approve the creation, organization and termination of Scientific Divisions
- 7) decide on the publication of periodicals
- 8) approve reports submitted by the Executive Committee
- 9) approve the financial statement and vote on the discharge of the Executive Committee
- 10) approve the budget including the membership fees
- 11) decide on the exclusion of members pursuant to the provisions of the prevailing By-laws

### Article 13 - Decision making

- 1) The Society Membership is convened by the Executive Committee. The Society Membership must be convened on the written request of at least 1/10 (one tenth) of the registered members in good standing.
- 2) Members shall be advised of the convening (however implemented) of The Society Membership by a notice sent to each of them at least 2 (two) months beforehand. This notice shall indicate all items for voting; no decision may be taken by the members without their being so advised.

- 3) The power of The Society Membership may also be executed by voting arranged by secret letter or online ballot upon decision by the Executive Committee. A vote must be convened upon the written request of at least 1/10 (one tenth) of the registered members in good standing. Decisions taken by the membership by voting are valid as decisions of The Society Membership.
- 4) Voting shall be organised by the Secretary General who is also responsible for counting the votes. Members must be advised of a vote by a notice sent to each of them at least 2 (two) months before the voting date. This notice shall mention the voting date and provide a complete list of items for voting, with necessary explanations.
- 5) Except as regards any decision to dissolve or merge the Society, or to amend its Constitution, all resolutions of The Society Membership or by voting of members shall be made by majority of the votes cast. The vote shall be valid if a quorum of at least 1/5 (one fifth) of the members convened partake in the vote. Should this quorum not be attained, the relevant decision(s) shall be taken by the Executive Committee

## **The Executive Committee**

### Article 14 - Composition

The Society is managed by an Executive Committee comprising 9 (nine) persons elected by the Society's members.

The members of the Executive Committee are:

- 1) The President of the Society, who shall chair the Executive Committee. (S)He shall be elected for a total of 6 (six) years, of which two years each shall be served sequentially as President Elect, President and Immediate Past President. (S)He shall not be re-eligible for a consecutive term of office
- 2) The President Elect, as referred to in paragraph 1 of the present Article
- 3) The Immediate Past President, as referred to in paragraph 1 of the present Article
- 4) 4 (four) Vice-Presidents, to be elected for 3 (three) years. They shall not be re-eligible as such for a consecutive term of office
- 5) The Secretary General, to be elected for 3 (three) years, who may be re-elected for consecutive terms of office
- 6) The Treasurer, to be elected for 3 (three) years, who may be re-elected for consecutive terms of office.

Members of the Executive Committee cannot hold another office in the Society

The mode of election of the members of the Executive Committee, as well as the procedure for removing a member of the Executive Committee from office shall be laid down in the By-laws.

### Article 15 - Competencies and responsibilities

- 1) The Executive Committee shall manage and represent the Society on behalf of the membership.
- 2) It shall be empowered to make all decisions which are not reserved by law or the Constitution of the Society for other organs of the Society, and in particular:
- 3) to pursue the realisation of the purpose of the Association as defined in Article 2 aforementioned
- 4) to administer and manage all assets of the Society
- 5) to convene and supervise the organisation of scientific meetings of the Society and its Divisions
- 6) to convene the membership for voting and consultations by mail
- 7) to control the activities of Regional Sections of the Society (as laid down in the By-laws)
- 8) to control the activities of the Society's Scientific Divisions (as laid down in the By-laws)
- 9) to appoint Committees and Commissions of the Society (as laid down in the By-laws)
- 10) to implement the decisions of The Society Membership
- 11) to submit to the membership annual and other reports, and the annual financial reports together with the Auditor's reports
- 12) to recommend the exclusion of any member in accordance with Article 12 above.
- 13) Specific tasks and responsibilities of the members of the Executive Committee are defined in the By-laws and/or in appropriate Guidelines.

### Article 16 - Decision making

The mode of making decisions by the Executive Committee shall be laid down in the By-laws.

## **The Council**

### Article 17 – Composition

- 1) The voting members of the Council shall comprise the representatives of each Scientific Division and Regional Representatives, as laid down in the By-laws.
- 2) The President, the 2 (two) most immediate Past Presidents, the Secretary General, and the Treasurer of the Society shall be non-voting members of the Council.

- 3) Members of the Council cannot hold another office in the Society beside that providing their eligibility as Council members.

#### Article 18 - Competencies and responsibilities

The Council shall act as an advisory body on behalf of the membership, bringing to the attention of the Executive Committee matters of interest to both the membership at large and particular groupings, such as the Divisions and Regional Sections.

#### Article 19 - Consultation

The mode of operation of the Council shall be specified in the By-laws. The Council, as a result of a properly convened meeting, may at any time offer to the Executive Committee advice on matters that relate to the well-being and operation of the Society as a whole. The Executive Committee shall consider such advice at its next scheduled meeting; it shall report back to the Council on any resulting decisions or recommendations within one month of the Executive Committee meeting. In addition the Executive Committee shall solicit the opinion of the Council, as a collection of elected representatives of the membership, on all matters related to constitutional changes and the Divisional structure of the Society.

### **Committees and Commissions**

#### Article 20 - Appointment and tasks

The Executive Committee may appoint, for any appropriate period of time, advisory Committees and Commissions entrusted with carrying out particular tasks. The mode of operation of Committees and Commissions, which shall have no executive power, shall be laid down in the By-laws.

### **Executive Officers**

#### Article 21 - Appointment and tasks

The Executive Committee may appoint a number of Executive Officers who shall be entrusted with specific administrative, organisational or publishing duties. Executive Officers carry out their tasks according to directions from, and under the supervision of, the Executive Committee. Editors of Society periodicals are appointed after consultation with the corresponding Publishers.

## **VI Financial Matters**

#### Article 22 - Competencies

The Society shall be financially bound by the joint signatures of two members of the Executive Committee including one of the President, the Treasurer or the Secretary General.

#### Article 23 - Auditors

The Society Membership shall, via the Executive Committee, each year appoint professional Auditors (from within or outside ISE and who may be re-appointed for any length of time). The Auditor(s) shall have full access, within normal working hours, to the Society's accounts and supporting documents and to its cash and financial positions. The Auditor(s) shall check the accounts and the financial statement of the Executive Committee. The Auditors shall report their findings in writing to the Executive Committee, who shall present these findings to The Society Membership.

#### Article 24 - Financial year and reporting

The Society's financial year shall correspond to the calendar year. The Society shall have a budget prepared by the Executive Committee and approved by The Society Membership. At the end of each financial year the Executive Committee shall prepare a financial statement which, after checking by the Auditors, will be submitted to The Society Membership for approval. By approving the financial statement The Society Membership discharges the Executive Committee of financial responsibility for the period of time covered by the financial statement.

## VII Amendments of the Constitution and Dissolution of the Society

### Article 25 Amendment of the Constitution

- 1) Any amendment of the Constitution shall be decided by a majority of at least 2/3 (two thirds) of a minimal quorum of 1/3 (one third) of all members eligible to vote.
- 2) Any proposal to amend the Constitution (or Articles of Association) shall be made either:
  - a) by The Executive Committee; or
  - b) by at least 1/10 (one tenth) of the registered members
- 3) Any such proposal shall be brought to the attention of the Executive Committee. The Executive Committee shall then notify all registered members of such a proposal at least 3 (three) months before the date fixed for voting. This notice shall mention the voting date, and shall provide detailed explanations of the amendments to be voted on.

### Article 26 - Dissolution or merger of the Society

- 1) The dissolution or merger of the Society shall be decided by a majority of at least 3/4 (three quarters) of a quorum of 1/2 (one half) of all members eligible to vote.
- 2) Any proposal for dissolution or merger of the Society can be made only either:
- 3) by The Executive Committee; or
- 4) by at least 1/5 (one fifth) of the registered members
- 5) The dissolution or merger of the Society may be decided only by extraordinary voting of the members, especially convened for this purpose, and taking place 1 (one) year after the proposal has been announced to all members by the Executive Committee.

### Article 27 - Disposal of assets

Upon the dissolution of the Society, the assets remaining after discharge of all debts shall be transferred to a body or bodies pursuing aims similar to those of the Society, in accordance with a resolution voted upon by the members.

## VIII Establishment and Transitional Provision

### Article 28 - Coming into force

The present Constitution shall enter into force (and the previous Constitution shall be terminated) on January 1<sup>st</sup> of the year following its approval by the members.

### Article 29 - Term of Officers

Regulations concerning elected officers whose term does not end at the date the present Constitution enters into force shall be laid down in the By-Laws.

## IX Jurisdiction

### Article 30

Any unsettled dispute(s) or litigation(s) concerning the activities of the Society that may arise during its life or upon its dissolution, either between members and the Society, or between the bodies of the Society, or else between members themselves, shall fall under the sole jurisdiction of the Court(s) of the Canton of Vaud, Switzerland.

Approved by the vote of the Membership in 31. December 2002