

Internal Regulations

June 2016

Adopted by the General Assembly Meeting of 10 June 2016, held in Graz, Austria and referring to the Statutes as modified by the Special General Assembly Meeting of May 27th 2011, held in Warsaw.

1. General Provisions

The Internal Regulations contain provisions which complement the Statutes of the Association. Amendments to the provisions of these Internal Regulations, including the abolition of the provisions, may only be made on the basis of a decision of the General Assembly.

2. Scope of Ecsite

Ecsite (European Collaborative for Science Industry and Technology Exhibitions), is the European Network of Science Centres and Museums legally known as « Association Européenne des Expositions Scientifiques, Techniques et Industrielles » or (AEESTI), Ecsite in English. It is an international non-profit association with scientific purpose, governed by title 3 of the Belgian law of 27 June 1921. The association will be designated in this document as Ecsite.

2.1 Objectives and Aims of Ecsite

The objectives of Ecsite are:

- to promote public understanding of science and technology
- to facilitate co-operation between science / technology centres, museums and related institutions in Europe
- to promote co-operation between experts and to strengthen existing expertise and interest in developing interactive science and technology exhibitions in Europe
- to be the European contact for institutions that wish to act in the same field, particularly by building on multinational exhibition networks.

Within this framework, Ecsite has the following aims:

- to promote ideas, innovations, resources and methods to serve the collective aims of the member organisations
- to collect, evaluate and disseminate relevant information, both within and outside Ecsite
- to organise, propose and support seminars, conferences, courses and multilingual interactive exhibitions
- to promote co-operation with universities and research institutes to support the aims of Ecsite
- to promote collaboration with European industrial and commercial companies wishing to support the objectives of Ecsite
- to build up a bank of experts from among its members,
- to serve both Ecsite itself and its member organisations
- to encourage and facilitate staff exchanges between member institutions in the form of training periods and study leaves for professionals, researchers and students.

2.2 Languages and definitions

The working language of Ecsite is English. Being registered in Belgium, the legal language of Ecsite is French. In case of any discrepancies between the English and French versions of the Statutes, the French version, by law, will supersede.

Europe is defined as geographical Europe.

In the current document, “science” refers to science, technology, engineering, mathematics, social sciences and humanities.

2.3 Ecsite governance structure

Ecsite consists of:

- Its Full, Associate and Sustaining members
- The General Assembly composed of its Full members, which meets annually during a General Assembly Meeting
- The Board of Ecsite
- The President of Ecsite
- The Executive Committee of Ecsite
- The Executive Director of Ecsite
- Special Committees and working groups such as the Annual Conference Programme Committee (ACPC) and the Thematic groups
- Other committees or task forces as defined by the Board.

3. Membership

Ecsite comprises three membership categories and two additional profiles to join Ecsite:

3.1 Categories of Memberships

A member of Ecsite is an institution that has been accepted by the Board, continues to fill the criteria corresponding to its category of membership and has paid its membership fee of the year.

A member of Ecsite is committed to including everyone as a participant regardless of age, gender, sexual orientation, religion, ethnicity, ability or political affiliation and shares Ecsite’s common values and appreciates its international status.

The Board is the ultimate body that approves members and their categories notwithstanding Article 3.8 “Procedure of appeal.”

Full Members

This category is limited to non-profit organisations legally established in geographical Europe, that connect people to science and technology, which agree with Ecsite’s mission, values and position statements. Full Members have public engagement with science at the heart of their activities and provide opportunities for free-choice and experiential learning(s).

Associate Members

Associate Members are non-profit institutions or organisations which have a valid interest in the field and in the objectives of Ecsite, and which agree with Ecsite’s mission, values and position statements and which do not meet the definition and criteria of a Full member. An Associate member must be legally constituted according to the laws of its country.

Sustaining members

Sustaining Members are for-profit or non-profit institutions or organisations legally constituted according to the laws of their country that do not necessarily meet the criteria defined in the Internal Regulations but have a valid interest in the field and in the objectives of Ecsite and which do not meet the definition and criteria of a Full member. A Sustaining Member can be a one-person company for which different benefits and fees can be applied.

3.2 Additional profiles

Corporate partners

Corporate partners are members or non-members of Ecsite who wish to support Ecsite financially.

Honorary Fellows

Individuals who have gained outstanding merit by their activity and devotion to Ecsite or to the field may be nominated by the Board as Honorary Fellows for life. They shall not pay any membership fees and have no voting rights. They benefit from one free registration to the Annual Conference.

Honorary Fellowship candidates must be proposed to the Board by at least four members representing at least three different countries with a written rationale for the nomination.

3.3 Application procedures

Applications for membership may be submitted to Ecsite at any time. An organisation wishing to become a member of Ecsite must fill in and submit an online form

<http://www.ecsite.eu/members/joinnetwork/apply> specifying the desired membership category.

Incomplete applications will not be considered.

The applicant must provide any additional information requested by the Board.

3.4 Admission procedures

Application reviews are conducted by the Board during one of its physical meetings or, if necessary, through an electronic consultation.

Minutes of the Board meeting register approved members. In case of an electronic consultation, the Minutes of the following Board meeting will register these new members.

The Board decides the admission of an applicant and its category of membership.

The Ecsite office notifies the applicant within 15 days of the decision, whether the decision was made during a physical meeting or through an electronic consultation.

Admission comes into force after the Board decision and once the full amount of the membership fee has been received by bank transfer, or through other means of payment, at the Ecsite office. Members who wish to change their membership category must notify the Board in writing.

Re-allocation of an associate or sustaining membership to a Full membership is conducted by the Board following the same procedure used for determining initial membership. The new benefits come into force after the Board approval and once the amount corresponding to a yearly Full membership fee have been received at the Ecsite office.

3.5 Membership fees

Membership fees are voted by the General Assembly following the recommendations of the Board. Therefore, membership fees for 20XX are voted by the General Assembly during its General Meeting of the year 20XX-1.

Membership fees proposed by the Board are calculated based on the finances of Ecsite and inflation in the Euro zone.

Membership fees invoices are issued at the beginning of each year for the entire year membership fees.

Members accepted by the Board meeting held in:

- March are invoiced for the current full year's fee
- May or June, are invoiced for half a year's fee
- November or December are invoiced for the full next year's fee.

Without previous written resignation (following the process described in Art. 3.7), the membership is automatically renewed and due each year but the fees can be modified.

Outstanding fees must always be paid before membership renewals. Members who did not pay their fees at the end of the civil year will be considered to have resigned from Ecsite membership unless the Board decides otherwise. In order to join Ecsite again, these organizations will have to submit a new membership application (Art. 3.4). The membership rights and benefits are granted only after the Board approval and once membership fees have been received at the Executive Office.

Membership fees are due within 90 days of receiving the invoice. A ten percent administration fee is charged for late payments. All bank transaction fees must be paid by the applicant.

Membership fees are non-refundable.

3.6 Withdrawal of a member

A member may resign at any time, without having to fulfil any special conditions. Resignation must be sent in writing to the President at the address of the registered office.

Membership withdrawal is automatically accepted and effective at the end of the financial year in which it has been notified.

A member who ceases to be part of Ecsite forfeits all membership rights. Membership fees already paid will not be reimbursed.

3.7 Dismissal of a member

A membership may be terminated through a unanimous decision by Board members, present or represented, due to misconduct that damages Ecsite. When considering the dismissal of a member, the Board must offer that member the possibility of defense as described in article 3.9 of the Internal Regulations.

A member who ceases to be part of Ecsite forfeits all membership rights.

3.8 Procedures of appeal

If an application for membership or membership category is rejected, the applicant may reapply with written support from two members matching the application category. Requests must be sent to the President at least one month prior to a Board meeting. In case of a second rejection, the applicant may submit its request to the General Assembly during its annual meeting as long as the request is sent to the President at least six weeks before the General Assembly Meeting and is supported by three Full members. The General Assembly makes the final decision about the applicant's request.

The same procedure may be followed in case of dismissal of a member.

4. Rights and Duties of Members

4.1 Rights of members

Participants from a member organization taking part in Ecsite activities can never be discriminated on the basis of age, gender, sexual orientation, religion, ethnicity, ability or political affiliation. Full Members have the following exclusive rights:

- The right to vote at the General Assembly Meeting
- The possibility of submitting a candidacy to serve on the Board
- The possibility of submitting a candidacy to the Presidency of Ecsite within the criteria defined under article 5.8 of the Internal Regulations

All members have the following rights:

- Participate to the General Assembly Meeting as observers with the possibility to address the audience
- Be informed about the activities of Ecsite including the right to access the Board and General Assembly Meeting Minutes and the audited accounts of Ecsite.

The Benefits attributed to each of the membership categories are published on the Ecsite website.

Members that have not paid their membership fee within 90 days of invoicing lose their rights and benefits. Loss of membership is confirmed by the Board. Extraordinary circumstances will be considered by the Board following a request from the member.

4.2 Duties of members

Each member must:

- Provide the Executive office with its contact details and keep Ecsite informed in writing of any changes. All consequences and risks of a member not notifying Ecsite of its address and email will be borne by the member
- Designate its representative to Ecsite
- Assist Ecsite in its missions to the best of its ability and contribute to the life of Ecsite
- Provide any relevant data requested by Ecsite to the best of its ability
- Circulate any publicly oriented and relevant information issued by Ecsite toward relevant targets and report on the progress of this action if requested by Ecsite.

5. General Assembly

The General Assembly is composed of the Full voting members. The official meeting of the General Assembly is the General Assembly Meeting, often referred to as the AGM, or Annual General Meeting.

5.1 Annual Meeting Notification

The General Assembly meets at least once a year during the Ecsite Annual Conference in Europe. The General Assembly Meeting is convened by the Board by written notice delivered at least 15 days prior to the meeting. The announcement must include the agenda of the meeting.

5.2 Quorum

Only Full Members have the right to vote, with one vote per member. All other members can participate in the General Assembly Meeting as observers and are allowed to address the audience. The General Assembly Meeting is only valid if it has been summoned according to article 7.4 of the Statutes and if a minimum of thirty percent of Full Members are present or represented. The General Assembly can validly deliberate and make resolutions once the quorum determined in the Statutes is reached. Upon arrival, Full members sign the register and the President opens the General Assembly Meeting once the signed register has been handed to him/her confirming the quorum. During the meeting, delegates must inform the Chairperson of the General Assembly Meeting about any leave in order to allow the Chairperson to monitor the quorum.

5.3 Proxies

Full members unable to attend the General Assembly Meeting may give their written proxy to another Full Member to vote on their behalf. Any member attending a General Assembly Meeting may vote by proxy on behalf of a maximum of three other members. All proxies must be written and given to the President of the General Assembly Meeting.

5.4 Votes and deliberation procedures

Except if otherwise defined in the Statutes, resolutions are taken by a simple majority of votes, meaning proposals are accepted when there are a majority of Yes votes. Members can vote Yes, No, or Abstain on a given proposal. In case of a tie the President has a casting vote. Decisions may be made on agenda items only. An item can be added to the agenda if the request is sent in writing to the President by a minimum of three Full Members at least six weeks before the General Meeting. Votes can be made by a show of hands or through secret ballot. A member may request a precise record of the votes or may request a vote by secret ballot, provided this request is supported by at least three other Full Members who are present or represented. Scrutineers are nominated by the Chair of the meeting.

5.5 Chair of the General Assembly Meeting

The President of Ecsite chairs the General Assembly Meeting but can delegate its powers to another person.

5.6 Minutes of the General Assembly Meeting

The Chairperson designates the Secretary of the meeting. The Minutes are approved by two Protocol officers elected by the General Assembly from among Full Members present at the Meeting and signed by the President. The Minutes are sent to all Full Members within three months of the General Assembly Meeting. The Minutes are kept at the Ecsite office. Decisions from the General Assembly must be communicated to all Ecsite members.

5.7 Election of the Board members

Each year Board positions are open for election. Full members seeking election to the Board must send their candidacy to the President at least six weeks prior to the General Assembly Meeting. The President issues the call for candidates to all Full Members at least nine weeks prior to the General Assembly Meeting and determines the information requested. Candidate organizations must identify their prospective Board representative. A candidates list is sent to all Full Members at least 15 days prior to the date of the General Assembly Meeting. Candidates are invited by the Chairperson to introduce their candidacy at the Meeting. Full Members vote for the candidates of their choice through secret ballot. In case of a tie the President has a casting vote. To comply with Belgian

regulations, Board members, including President and Past-President, must each year sign a document stating they accept the position of Board member and provide personal information as requested by Belgian authorities.

Exceptionally, if the elected representative of the member organization is unable to represent its institutions, the organization selects another representative.

The mandate of a Board member is automatically terminated in case of withdrawal or dismissal.

5.8 Election of the President

The President is elected by the General Assembly. The Board issues a call for candidacies for the Presidency of Ecsite at least nine weeks prior to the General Assembly Meeting. Full members seeking election to the Presidency must send their candidacy to the President at least six weeks prior to the General Assembly Meeting. The Board verifies the eligibility of the candidates. All eligible candidates are submitted to the General Assembly and from among these, the Board recommends one candidate. All candidates institutions must have served on the Board. The Board considers geographical, gender and linguistic diversity of the leadership. During the General Assembly Meeting candidates are invited by the Chair to present their vision and specific work plan for Ecsite. Full members select one candidate from among eligible candidates. The vote is conducted through a secret ballot. The candidate that receives the highest number of votes is elected. In case of a tie, the incoming President would be selected through a draw. The President of Ecsite is elected by the General Assembly for a two-year term; the President cannot be re-elected, but will hold office as immediate Past-President on the Board for the next term.

6. Board and Executive Committee

The Board is composed of the President, the Past-President and 12 Board Trustees. The election of the President is described in article 5.8. The Board Trustees are elected by the General Assembly among the Full members, for a two-year term. No Board member can hold office for more than three consecutive terms. If the President, Vice-President or Treasurer is dismissed or withdraws during its mandate, the Board will elect a new member to the position until the next AGM elections. Full members will be notified in advance but the delays mentioned in articles 5.7 and 5.8 do not have to be respected. The President, Vice-President, Treasurer, Past-President and the Executive Director compose the Executive Committee. The Board appoints one of its members as Vice-President and another as Treasurer after the election at the General Assembly Meeting. The President chairs the meetings of the Executive Committee.

7. Responsibilities of the Board

7.1 Meetings and Minutes

The Board meets at least once a year and meetings are convened by the President as defined in the Statutes. The Executive Director is invited to each Board meeting and does not have the right to vote. Other experts, observers or Chairs of committees or groups may be invited to the Board at the discretion of the President, but have no voting rights. A meeting may be held in person, by telephone or through electronic means of communication. Minutes of the Board meetings are taken and written by a Board member on rotation or by an invited person. The President designates the person responsible for the Minutes.

7.2 Attendance

Only the representative of a Board Member institution has the right to vote at the Board. This representative may designate someone from his/her institution to stand for a specific Board meeting as long as this has been communicated in writing to the President before the meeting. This person does not have the right to vote. In exceptional cases, a Board Member institution may delegate a new representative to the Board with full voting rights. This delegation of powers must be communicated in writing to the President. A Board member may attend the meeting in person, or via telephone, electronic or other communications method. Board members who miss three consecutive meetings will be dismissed and their position will be open for election at the next General Assembly Meeting. Travel and

subsistence expenses of Board members attending meetings or Ecsite activities are not reimbursed by Ecsite.

7.3 Duties of the Board

All management authority is vested in the Board at the discretion of the General Assembly.

The Board is responsible for implementing and revising the strategic plan.

The Board undertakes every reasonable action to ensure:

- the compliance of Ecsite's activities with legal requirements
- the financial sustainability of Ecsite
- the coordination of the decision of the General Assembly or the Board with other governance instruments of Ecsite and with the Executive Director
- the representation of the interests of Ecsite members from all categories.

Specific duties can be assigned for a definite period to any given Board member by the President. Each Board member must declare personal and institutional conflicts of interest to the other Board members. Board members do not benefit from any privilege and pay their fees and dues for Ecsite activities like all other Ecsite members.

8. Responsibilities of the Executive Committee

8.1 President

The President complies with the financial and administrative responsibilities connected to the Presidency as defined by the Board. The President calls and chairs the General Assembly Meetings, the meetings of the Board and the Executive Committee. S/he can delegate the chair's responsibilities. The President monitors the duties performed by the Board members. The President represents Ecsite in its formal and legal duties.

8.2 Vice-President

The Vice-President replaces the President when the former is unable to perform his/her statutory duties.

8.3 Treasurer

The Treasurer supervises the finances of Ecsite. More specifically, the Treasurer:

- Oversees the financial sustainability of Ecsite including the reserve and the cash flow
- Files the annual accounts with the Belgian authorities
- Has power of signature on all the Ecsite accounts
- Prepares and proposes the annual budget and the membership fees
- Presents the annual budget and the audited accounts of Ecsite to the General Assembly.

9. Executive Director

The Executive Director is nominated by the Board.

The Executive Director is responsible for implementing the decisions of the General Assembly, the Board, Executive Committee and the President. S/he reports to the Board and the Executive Committee.

The Director is head of the Executive office and organizes the secretariat as s/he sees fit, according to resources made available by the Board.

The Executive Director is responsible for the management of the human and financial resources of the Ecsite Office and of its operations to ensure an efficient and cost-effective delivery of the services required to implement its strategic objectives.

The duties include coordinating and supporting activities of the Board, Executive Committee, other Committees and Thematic Groups. The Executive Director must perform the activities of Ecsite in compliance with the Statutes, the Internal Regulations and the applicable legislation.

The Executive Director can engage Ecsite in contracts and other similar acts within the limits defined and written by the Board.

10. Committees, task forces

10.1 Creation and definition

The Board may create or dissolve committees or task forces in order to support certain aspects of its work, efficiently pursue specific objectives, prepare special events or new activities, study issues concerning the

science communication field, follow up relevant public affairs matters or develop other activities of interest to Ecsite and its members.

Committees are appointed when the nature of the work is for a longer term and are usually established for an indefinite period.

Task forces should be appointed where the nature of the work is of limited duration, usually within a two-year period or shorter, and for a specific task. They should be disbanded when the task is complete.

10.2 Members, meetings

The Chairperson of a committee or task force is nominated by the Board. The majority of members of a committee or task force shall be chosen from Ecsite member institutions. Interested members may also propose to join any existing committee. The Board has the final decision on the composition of committees or task forces, except when otherwise defined by the Board or in the Internal Regulations. Meetings of committees and task forces are convened regularly by the Chairperson in consultation with the Executive Director. The Chairperson reports to the Board and to the Executive Director on the activities undertaken. Members of committees and task forces are selected on the basis of their ability to achieve the specific goals of the committee or task force.

Travel and subsistence expenses of committee and task force members to attend meetings or Ecsite activities are not reimbursed by Ecsite. Committee and task force members do not benefit from any privilege and pay their fees and dues for Ecsite activities like all other Ecsite members.

11. Annual Conference Programme Committee (ACPC)

The ACPC is one of Ecsite's committees and is subject to the rules defined in section 10 of the Internal Regulations. In addition, the following rules apply to the ACPC.

11.1 ACPC Chairperson

The Chairperson is nominated by the Board and comes from a Full member institution. The duration of mandate for the ACPC Chairperson is three years with one possible renewal. The profile of the Chairperson should correspond to the criteria for the members as defined below. The ACPC Chairperson should have previous experience as an ACPC member. The ACPC Chairperson cannot be a Board member in the same period. The Chairperson can be invited to attend Board meetings without voting rights. The Chairperson reports to the Board and to the Executive Director. All decisions taken by the ACPC and the ACPC Chairperson that have financial implications must be agreed by the Executive Director.

11.2 ACPC members

ACPC members are nominated by the Chairperson in a personal capacity meaning, they do not represent their institution in the ACPC, but the majority should work in a Full member institution. The Chairperson, together with the ACPC, evaluates the composition of the ACPC in correspondence with any criteria forwarded by the Board and the ones mentioned below. The Chairperson invites new members early enough so that the ACPC is fully constituted for the first meeting of the organization of a given Annual Conference. ACPC members are nominated for three year terms which are renewable once.

The number of members on the ACPC is decided by the Chairperson but the ACPC should have a minimum of 11 including the Chairperson and a maximum of 15.

Five members of the ACPC have a standing seat:

- The representative of the past Annual Conference host, representatives of the current host and future hosts
- The Executive Director of Ecsite and a staff member of Ecsite (usually the Conference Officer).

These five people are nominated by their institutions.

The other members are selected by the Chairperson who ensures that the composition of the ACPC corresponds with the Ecsite strategy. The Chairperson also takes into account the expertise and profile of all ACPC members and the criteria defined below.

Considerations for the selection criteria for the ACPC members:

- Members should have a very good level of English
- Members should not be on other similar conferences programme committees at the same time, unless accepted by the Board

- Members should have an expertise in and should have shown commitment to Ecsite and to the science communication field
- Regional distribution, gender balance and representativeness of all Ecsite members, in terms of institution size and type, should be encouraged
- Expertise in the following topics among ACPC members is strongly desired: exhibition, finance/management/marketing, partnerships, education (learning, programmes), and science in society.

12. Thematic Groups

Thematic Groups bring together members and non-members of Ecsite that share specific professional interests. T Groups are proposed by a group of members, are approved by the Board, and can be dissolved by the Board

12.1 Role of the Thematic Groups

Thematic groups (T Groups):

- Bring new insight and expertise coming from the T Group participants on specific themes linked to institutions, professions, or the Ecsite network's activities,
- Provide new opportunities for networking, and
- Act as a consultative group for Ecsite's Board and/or office,
- May organize an Ecsite pre-conference event.

12.2 T Group composition and their link to the Ecsite office

- The creation of a T Group is approved by the Ecsite Board
- The T Group designates a Chairperson who ensures a link with the Ecsite office. Their designation is further described in point 12.3
- Ecsite designates a T Group liaison person at the Ecsite office.
- The Ecsite T Group liaison person is invited to all T Group meetings and is kept informed of major decisions
- All communication conducted by the T Group mentions Ecsite with a link and/or reference to Ecsite's website and address.

12.3 Members, Steering Committee and Chairperson

- The majority of T Group participants must come from an Ecsite member institution.
- The Steering Committee of each T Group is selected from among its active participants
- The majority of the Steering Committee participants must be from institutions located in geographical Europe
- T Group participants join because of their personal competencies not as representatives of an institution
- Once a year, all participants of Ecsite receive an e-invitation to join the T Groups
- The T Group provides a list of its participants once a year to the Ecsite office
- The Steering Committee of each T Group is selected from among its active members
- The Steering Committee is approved by the T Group's participants who are present during the pre-conference days of the Ecsite Annual conference. The number of Steering Committee participants and the duration of their mandates are defined by each T Group Steering Committee
- The Chairperson is chosen from among the Steering Committee by the participants of the Steering Committee. The election of the Chairperson is

approved by the Executive Director of Ecsite. The duration of the mandate of the Chairperson is determined by each T Group Steering Committee and communicated to the Ecsite office

- The President of Ecsite approves the governing structure of the T Group.

12.4 Link with the Board of Ecsite

- The T Group may provide a report on its activities to the Ecsite Board at the Ecsite Annual Conference Board meeting
- The Ecsite Board can address specific questions to the T Group
- The Ecsite Board can decide to abolish a T Group.
- The T Group will publish its activities on the Ecsite website

12.5 Meetings, expenses and activities

- Travel expenses and all other costs related to T Group activities are covered by T Group participants
- Ecsite can provide a budget to each T Group to cover a portion of expenses. This budget is determined and managed by the Ecsite Executive Office. The budget must be spent within the Ecsite's accounting year – January 1st to December 31st. The balance left from one year will not be carried over to the following year
- The T Group holds at least one meeting per year at the Ecsite Annual Conference for which Ecsite provides facilities (meeting room, logistics)
- Projects can be developed by a T Group under Ecsite's legal entity provided the Ecsite liaison person is informed and involved in the development of the project at least two months prior to the deadline and the Ecsite Executive Director approves the project.

13. Participation to Ecsite activities and events

Every participant to the activities or events organized by Ecsite, and notably to the Annual Conference including its pre-conference, pays its registration fee except if otherwise decided by the Executive Office.

14. Privacy policy

Ecsite is committed to user privacy based on Regulation (EC) N°45/2001 of the European Parliament and of the Council of 18 December 2000. In this respect, Ecsite's member database and various mailing lists cannot be given or sent electronically to a third party, whether or not they are a member of Ecsite.

15. Participatory Democracy

Ecsite's mode of activity is based on participatory democracy – a collective endeavour to involve and empower each member while keeping the best interests of all the members. In this respect, all governance structures must strive to consult and represent the overall membership of Ecsite.

16. Modifications of the Internal Regulations

Internal Regulations can only be modified by the General Assembly. Any revision has to be sent to Full Members at least 15 days before the General Assembly Meeting.