

## BY-LAWS OF THE ALL EUROPEAN ACADEMIES (ALLEA)

### 1. Purpose

1. These Rules of Procedure are the By-laws of ALLEA (ALL European Academies).
2. The By-laws shall be in accordance with and subservient to the Statutes.

### 2. Membership

1. Eligible for membership of ALLEA is any Academy or Learned Society
  - a. which has its seat in a European country as defined by the Council of Europe, and
  - b. whose activity is devoted to (inter)disciplinary excellence in sciences and/or humanities, and
  - c. (A) plays a significant role in the scientific community and (B) carries out its activities free from political, commercial or ideological interests.
2. The ALLEA General Assembly (GA) can exceptionally decide on the admission of academies based in countries outside Europe as defined by the Council of Europe.
3.
  - a. Academies not (yet) fulfilling all criteria set out in article 2.1.c. of the ALLEA By-laws can become Associate Members if such membership is supported by the GA of ALLEA.
  - b. Associate membership implies the right to take part in all ALLEA bodies and activities and requires the payment of an annual contribution which equals 50 % of the lowest membership fee category. Associate members have no voting right in the ALLEA General Assembly.
4. The process of acquiring membership is usually triggered by invitation through the ALLEA Presidency, acting on behalf of the Board. In exceptional cases, the ALLEA Board can decide to accept applications from academies interested in ALLEA membership. In any case, a formal procedure will apply the rules as laid out in 2.5.
5.
  - a. In case an application is submitted by an Academy in a country with existing ALLEA member(s), the existing member academy /-ies of that country will be consulted for advice during the course of the formal application procedure.
  - b. The applying academy will be requested to provide a dossier comprising comprehensive information and in particular demonstrating how its contributions to ALLEA will add value to ALLEA's goals, mission and activities.
6.
  - c. The dossier will be assessed by the ALLEA Board and must comprise at least the valid statutes of the academy, a description of the core mission, strategy and main functions of the Academy in the research and higher education system; a description of the

membership and the criteria and processes for the selection and admission of members; a statement on the sources of funding; a short history of the academy, including its relations with the government; other major science organisations and academies; and an overview of other international activities and memberships of the academy.

d. The ALLEA Board may decide to conduct fact-finding visits to the applying academy in order to compile further evidence on the nature, activities and mission of the applying academy.

e. The ALLEA Board may decide to bring an application to the decision of the ALLEA General Assembly.

f. On the recommendation of the ALLEA Board, the ALLEA General Assembly elects or rejects applying academies by secret written ballot in its annual meetings.

7. Membership implies fulfilment of obligations and enjoyment of privileges. Members shall uphold the ALLEA values such as excellence, autonomy and the compliance with the Statutes. Obligations include the full and timely settlement of membership dues and the creation of appropriate mechanisms for reporting to and from ALLEA bodies and committees, especially where named delegates to a given committee, working group and the like exist.

### **3. ALLEA General Assembly**

1. The GA is the highest decision-making authority of ALLEA. It is composed of Member Academies. Member Academies participate in the GA with legal representatives with delegated authority to vote on behalf of their Academy.
2. Observers may be admitted to the GA for the discussion of specific topics, but they shall not have voting rights.
3. The GA shall normally be convened every year. It will be held at the seat of one of the member academies and the business meeting will usually be preceded by a conference or symposium on a theme that features prominently among ALLEA's work.
4. The tasks of the GA shall include to
  - (a) admit new Member Academies;
  - (b) amend the Statutes upon recommendation of the Board;
  - (c) elect the President on the proposal and advice of the Board;
  - (d) appoint the ALLEA Board members other than the President and Vice Presidents on the proposal of the President and approve the filling of any other vacancy as required;
  - (e) decide on the seat of the secretariat, taking into account, where relevant,

- theresults of a call for expressions of interest;
- (f) establish Working Groups, on the proposal and advice of the Board;
  - (g) determine the general policy of ALLEA;
  - (h) adopt mission and strategy of ALLEA (including implementation plan and financial plan);
  - (i) approve the annual financial report of the Vice-President submitted by the Board;
  - (j) resolve to discharge the Board for their financial management;
  - (k) approve the annual activities report;
  - (l) approve policy statements published under the auspices of ALLEA.
5. Unless stipulated otherwise by law and in the statutes, such decisions shall be taken by absolute majority of votes of those present during the GA meeting. When the need arises, such decisions can also be taken through appropriate written consultation of members. Such written consultation shall be requested by the Presidency.
  6. Member Academies unable to send a delegate to the annual meeting can make use of a proxy vote by a sister Academy. This procedure requires a written request to the ALLEA President prior to the annual meeting.

#### **4. ALLEA Board**

1. The Board of ALLEA supports the Presidency in the development and implementation of the Strategic Plan; it shall meet at least twice every year.
2. Members of the Board other than the President and the Vice Presidents are elected every two years by the GA on the proposal of the President.
3. Membership of the Board will reflect, wherever possible, a sensible balance of type, size, location and scientific remit of ALLEA Member Academies.
4. Board members will normally be the President, a Vice President, the Foreign Secretary or another senior Academician of Member Academies. Continuity of representation is highly desirable; also for the Board it is expected that member academies create appropriate mechanisms for the reporting from and to ALLEA.
5. According to the legal deed these individuals have to be registered with the Chamber of Commerce for Amsterdam. For this registration a fully filled out Personal Data Card is needed, together with a signed copy of the passport or ID-card. The registration process is taken care of by the notaries normally used by ALLEA.
6. Observers may be admitted to the meetings of the Board.
7. The tasks of the Board shall include to

- (a) Keep under review and where and when necessary amend the By-laws as part of its responsibilities for the day-to-day business of ALLEA
- (b) work with the Presidency in implementing mission and strategy of ALLEA (e.g. by members taking on specific portfolios);
- (c) implement more specific recommendations of the GA;
- (d) scrutinise the annual financial report prepared by the Vice President and request him/her to present it to the GA with a request for discharge of the Board;
- (e) work with the Presidency in the preparation and communication of ALLEA positions vis-a-vis other institutions in Europe and elsewhere;
- (f) appoint Chairs of the Working Groups, and their members on the proposal of and jointly with the Presidency and the Chair of the relevant Working Group;
- (g) propose to the GA the establishing of Working Groups;
- (h) prepare decisions on the venue and agenda for the next GA and conference, taking into account where relevant the results of a call for expressions of interest.

## 5. ALLEA Presidency

1. The Presidency consists of the President and two Vice Presidents.
2. The President shall be elected by the GA. The Board shall seek candidates at least six months in advance of a vacancy. An ad hoc Presidential Election Committee shall oversee the election, and shall be composed of two or three members familiar with ALLEA. ALLEA's Executive Secretary shall act as secretary to the Committee. The candidate(s)' profile(s) shall be presented to the member academies, who will be asked to cast their votes either through the intermediary of their representative during the GA or, should this become necessary, by a vote submitted in writing before a deadline established and communicated in time by the Presidential Election Committee. Once the results are known, candidates and the Academies will be informed. If there is only one candidate, (s)he will be elected by acclamation.
3. The Vice Presidents are elected by the Board from among its members for a term of office concurrent with that of the President.
4. If the President emanates from the physical or life sciences, one of the Vice-Presidents shall preferably originate from the social and behavioural sciences or the humanities, and vice versa.
5. Should President and Vice Presidents stand for re-election, Member Academies will be invited to elect the President, while expressing their preference or making recommendations as regards the position of the Vice Presidents to be elected by the Board from among its members; the Board will be asked to take into account the preferences expressed and recommendations made when electing the Vice Presidents.

6. In case of a Vice President declining to stand for a second term, the Board will elect one of its members for a three-year term concurrent with the second term of the President.
7. Should one member of the Presidency exceptionally be unable to fulfil his/her function, one of the other members will assume that function for the time being. In the event of such incapacity becoming permanent, new elections to the Presidency would be called.
8. The Presidency shall:
  - a. act as a unity;
  - b. represent ALLEA to the public at large.

The Presidency can

  - c. request in urgent circumstances, on behalf of the Board, approval from Member Academies through written consultation.;
  - d. set up, in consultation with the Board, task forces or other temporary ad hoc groups devoted to specific tasks.
9. One of the Vice Presidents shall operate de facto as treasurer to the Board and shall present the annual financial report to the GA, on behalf of the Board.

## 6. ALLEA Working Groups

1. Working Groups shall dispose of annual budgets usually not exceeding a maximum of 10.000 EURO per group, aimed primarily at harnessing external expertise in whatever form deemed necessary or for support of conferences and symposia; budgets made available to the different Working Groups will vary depending on their needs and work-plans and the available overall budget;
2. Activities of Working Groups shall typically be championed by one of the member academies whose delegate usually also chairs the group; this leadership in an activity may involve hosting of meetings, expert support as appropriate, drafting of positions and statements, co-organisation of public events in the thematic field of the Working Group etc.
3. Publications of Working Groups can be "to" ALLEA (requesting ALLEA member academies to take action in a given field) or "from" ALLEA (expressing the consolidated consensus of ALLEA member academies which has been reached following a structured process of convergence of ideas; it is expected that member academies who participate in such processes have the aim of achieving consensus).
4. Working Groups shall
  - a. be established by the GA on the proposition and advice of the Board;

- b. have a Chair who will be appointed by the Board on the proposal of the Presidency;
  - c. have members who shall be Academicians of Member Academies or other experts acknowledged by Member Academies as their delegate;
  - d. be free to establish sub-committees if they so desire;
  - e. compile and approve their own minutes, if needed with the help of the ALLEA secretariat.
5. Other advisory bodies, such as ad hoc task forces or special expert committees, may be instituted by the Board as the need arises. The duration should be in accordance with the task and should not exceed 2 years.
  6. Procedures for ALLEA Working Groups (by decision of the GA on 30 April 2013)
    - Each ALLEA Working Group should have a Chair/Speaker elected for a period of 3years (re-election possible)
    - Ideally the groups shall consist of maximum 8 - 10 core members from the ALLEA Academies
    - In addition, the Chair shall have the opportunity to invite external experts/guests
    - ALLEA Working Groups can be of permanent or limited duration
    - Board and Working Groups can be linked through a responsible Board member for each group in order to strengthen the ties and to facilitate the communication flow
    - The mandate of the Working Groups should include the representation of ALLEA and its work in international meetings and conferences which lie in the scope of the Working Group
    - The work should be structured along clear timelines and be documented in publications such as memoranda, position papers, recommendations or reports
    - Working Groups should generally strive for achieving consensus in their Statements before submission for approval by the member academies; the Working group Chair and the ALLEA Board should decide on a case by case basis about a possible disclosure of dissent among group members
    - The Working Groups shall submit to the Board an annual overview programme over major activities, indicating a time frame and milestones for the work programme. The chairs of the Working Groups usually present the programmes on the occasion of the annual General Assembly of ALLEA.
    - Reference should be taken to existing initiatives and published work of the ALLEA Member Academies; Working Groups should consider further elaborating in a European context the results and findings from completed activities of Member

Academies.

7. Endorsement process for ALLEA publications drafted by the Working Groups (by decision of the GA on 30 April 2013)
  - a. The Chair of the Working Group or the responsible Board member brings the draft statement to the attention of the Board and takes it back to the group if the Board has proposals for revision.
  - b. The Working Group should provide a short executive summary to the Board highlighting the essential recommendations and including information on who has been involved in the drafting as well as on the rationale of the document.
  - c. The Board decides if external peer review should be considered. If so, the list of reviewers will be discussed with the Chair of the Working Group.
  - d. The secretariat circulates the final version of the draft, which was agreed by the Board and the Working Group, among the Member Academies asking for comments and endorsement within a limited but reasonable period of time (usually 4 - 8 weeks).
  - e. Member Academies comment on the draft and endorse it/dissent to it within the given period of time. The Working Group considers the inclusion of remarks and finalises the document.
  - f. Member Academies that - despite reminders - do not react in the specified time period are considered to be favourable to the draft and thus assumed to be part of the signatories.
  - g. In case swift action is required, e.g. for ALLEA letters, comments or short positionpapers, the Working Group can opt for publishing after approval by the ALLEA Board within 1 week.

#### 8. Lay-out and publishing of ALLEA publications

The ALLEA secretariat is responsible for the document lay-out on the basis of ALLEA templates for publications. Lay-out and publishing are carried out in close cooperation with the Chair of the Working Group.

#### 9. Dissemination and follow-up to ALLEA publications

ALLEA publications are disseminated by the ALLEA secretariat in close cooperation with the Chair of the Working Group. ALLEA Member Academies are encouraged to further disseminate and make use of ALLEA products. Member Academies, Working Groups and Secretariat should follow up on issued reports and statements in order to increase their impact.

10. The secretariat shall be hosted by one of the Member Academies or another related organisation according to the decision of the GA.
11. The secretariat supports GA, Board and Presidency in the development and implementation of the Strategic Plan and in their interaction with Member Academies and the wider public. It also provides support to the Working Groups and is responsible for the public relations activities of ALLEA.

## **8. Finance**

1. The funds of ALLEA are obtained from:
  - a. Annual membership dues of all member academies
  - b. Additional donations and subventions, subject to conditions to be determined by the Board on a case by case basis;
  - c. Income from successful fundraising and from payments for services rendered.
2. The level of membership dues shall be determined by the GA on the proposal of the Board; there can be different categories of membership-dues;
3. In case a member fails to fulfil its financial obligations, membership as a rule is suspended until the pending payment is made. The Board of ALLEA can decide on a case by case basis if /which alternative measures shall be considered to be taken.
4. Costs incurred by representatives of member academies in conducting ALLEA business shall usually be borne by their home Academy.
5. In the event of dissolution of ALLEA, its assets shall be reimbursed to its creditors, in order of preference, and in respect of the statutes and the applicable laws.

*Note: The ALLEA by-laws are based on an earlier version drafted by the former ALLEA Presidency and Director of ALLEA. The by-laws were since revised and updated three times by the ALLEA Board.*

*a) In December 2013, adopted in Brussels on 13 March 2014.*

*b) In 2017/18, adopted in Sofia on 16 May 2018.*

*c) In March 2022, following online ALLEA Board meeting on 15 December 2021.*