

CONSTITUTION OF THE EUROPEAN CETACEAN SOCIETY

Article I Name.

The name of the Society is the European Cetacean Society.

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Article II Aims.

The objectives of the Society are to promote and co-ordinate the scientific study and conservation of cetaceans and other marine mammals; and to gather and disseminate information about cetaceans and other marine mammals to Members of the Society and the public at large.

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Article III Membership.

Membership is open to all on payment of an annual subscription, due on January 1st, to be approved at a General Meeting of the Society. Members will be entitled to vote, to attend meetings, participate in all Society activities, and to receive a regular newsletter from the Society. Any institution may become an Institutional Member and has all the above rights except that of entitlement to vote. A Member should only present himself/herself on behalf of the Society by approval of Council, as described in article IV. The Council shall have the right to refuse or terminate the membership of any person who is deemed to have acted in a way contrary to the aims of the Society. That person shall have the opportunity to appeal against the decision at the next General Meeting, and that person's appeal will be sustained if he or she receives a majority support at that meeting.

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Article IV Government.

The business of the Society will be conducted by a Council comprising up to 11 members. The Council Members may cover specific roles, namely Chair, Secretary, Treasurer, Editor, Membership Secretary, Conference Secretary, or serve as Ordinary Members, and a Student Member. All Council Members are elected for a four-year term, with the exception of the Student Member who is elected for a two-year term. Within Council, only the post of Treasurer is renewable after a four-year term but no other Members of Council may normally serve for longer than a four-year term unless elected as Chair in which case their term is extended to allow them to serve four years as Chair. If insufficient eligible candidates are available to fill all the vacancies on the Council, outgoing Council members may be asked to continue serving in the position for a further one-year term to fill the outstanding vacancies.

The Student Member may be re-elected for a second two-year term if there are no other candidates for the post.

Council Members' two-year or four-year terms start and end at the close of business of a General Meeting of the Society, although the Council may offer any retiring member the opportunity to assist the Council up to and including the next pre-conference meeting, to facilitate the transition and completion of current business. Past Council Members become eligible for re-election after a gap of at least one year.

Eligible members of the Society can be nominated for Council membership by any Society member (with support of two current members). Nominations for Council membership may be submitted to Council at any time during the year following the close of business of a General Meeting of the Society, up until the day before the following one. Election of all nominees will be determined by vote at a General Meeting. All members of the Society who are present there are eligible to vote. A Student Member of Council will be elected from the student membership of the Society by those students who are present at the General Meeting.

Candidates for the position of Chairperson are nominated by the Council and may include currently serving Council Members. If the elected Chair is a currently serving Council Member, his/her period of Council membership will be extended to permit him/her to serve one additional full four-year term as Chair. As for all other elections, election is subject to a vote at a General Meeting of the Society membership. In any case election of the Chair should precede election of Ordinary Council Members, in order not to exceed the maximum number of Council Members.

In all elections to Council, the result will be determined by a simple majority of the vote. All elections will include the option of electing none of the candidates presented.

If vacancies arise between periods of election or if insufficient new Council Members are elected to replace outgoing Council Members, the Council shall have the right to fill the vacancies by co-option until the next General Meeting, when election of new Council members by the membership should take place. Council shall also have the right to co-opt members of the Society to Council for specific tasks and limited periods (maximum 6 months), and to invite persons to attend Council meetings where their attendance is deemed valuable for that meeting.

Any Council Member may be removed from Council, with immediate effect by a two-thirds majority of the entire membership using a secret mail ballot. Such a vote can be called by a petition signed by twenty percent of the voting membership (as at the preceding General Meeting).

Aside from the position of Chair, all other specific offices (Treasurer, Secretary, etc) are assigned to current Council Members by voting within Council. Once assigned a specific role, the office bearers will normally continue in that role until the end of their four-year term of Council Membership, unless requested to take over the role of another office bearer who is due to step down. The Council will keep the Society membership informed of all such elections.

The Chair, the Secretary and the Treasurer are empowered to sign official documents on behalf of the Society. For such documents to be valid they should be signed jointly by any two of these officers.

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Article V Working Groups.

The Council shall have the right to form Working Groups as and when required to conduct more specialist duties, this needs to be approved by the next General Meeting with a two-thirds majority. Members of such committees may serve for terms to be decided by the General Meeting.

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Article VI Duties.

It shall be the duty of the Council Members and the Working Groups to organise the activities of the Society. They shall report to the membership through newsletters at least once a year, and at meetings. The Council and Chair, on behalf of the Society, have the authority to respond immediately to official requests and notifications that are directly related to cetacean scientific advice without prior consultation of the general membership, where such matters are urgent. In such cases, advice from appropriate members with expert knowledge will be sought where possible. All such responses shall be communicated to the membership immediately thereafter. Normally, non-urgent matters shall be presented and discussed at a General Meeting when a vote may be taken on proposed action, as described under Article VII below. In matters that involve political implications or individual national interests, the Council shall make no official response, but limit action to informing the membership and providing advice only at an internal level within the Society. This is in line with the primary goal of the Society, as described in Article II.

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Article VII Annual General Meeting.

A General Meeting of the Members of the Society will be held annually. Fifteen percent of the current membership shall form a quorum. The Council shall report on progress during the previous calendar year and present a summary of accounts. Eligible Members shall be elected to Council if vacancies occur. If the number of candidates is insufficient to fill the number of places available on Council, outgoing Council members may be re-elected for a further one-year term to fill the outstanding vacancies. The Secretary shall send a notice of the Annual General Meeting to all fully paid-up Members of the Society at least six weeks before the meeting, which shall include nominations for the Council and a provisional agenda. Any member wishing to make additional nominations or to have any other relevant business placed on the agenda shall send notification to reach the Secretary not later than four weeks before the meeting. A revised agenda shall be circulated if necessary, not less than two weeks before the meeting.

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Article VIII Extraordinary General Meeting.

An extraordinary General Meeting may be called by the Council or on the written request to the Secretary of not less than twenty Members of the Society to discuss urgent business matters of extreme crisis that cannot be dealt with as described under Article VI. Such matters shall include Society business and external matters. The Secretary must convene the meeting as soon as is practicable with two weeks' notice to the membership. At such meetings the quorum shall be thirty Members.

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Article IX Finances.

The Society will be supported by annual dues of the Members and Institutional Members, by the proceeds of the sale of publications, and from such property or funds it may acquire. All elected Members of Council and Working Groups shall serve gratis, although the Society may hire persons as needed. The finances of the Society shall be open for inspection by members annually at the AGM, where a statement of accounts shall be presented and approved by the membership. The statement shall be published in the Annual Proceedings of the Society.

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Article X Dissolution of the Society.

The Society may be dissolved by a two-thirds majority in favour at a properly advertised General Meeting. Any assets remaining after providing for the debts and obligations of the Society shall be distributed to a non-profit fund, foundation or corporation by two-thirds majority agreement of the membership.

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Article XI Amendment of the Constitution.

This Constitution may be amended by a resolution carried by a two-thirds majority at a properly advertised General Meeting.

For the purpose of incorporation of the Society, amendments may be approved by a remote voting process notified to all members, to be approved and managed by the ECS Council, where the quorum must be reached and approval must be given by two thirds of all the votes.

3rd May 2017