

EEMS constitution - transition to a SCIO -

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History

- 1970's EEMS constituted as Friendly Society (FS) in England
- 1990's EEMS becomes registered charity in Scotland (SC003878) and remains a FS in England
- 2010 Excom seek to update constitution which is approved by Council & AGM
- 2011 Revised constitution **could not** be adopted under FS rules
- 2012 Excom consider current legal structure untenable
- Excom propose EEMS dissolve as FS and reconstitute as Scottish Charitable Incorporated Organisation (SCIO), a new legal form for registered Scottish charities.

Why we cannot continue as a Friendly Society

- The rules relating to Friendly Societies in England have changed over the decades. Friendly societies are now defined as institutions similar to banks which can loan money and take deposits. Obviously EEMS is not such an organisation. Furthermore, the legislation around these institutions is highly regulated and not appropriate for a scientific society.
- If the society goes bankrupt, because the annual meeting has to be cancelled at the last moment (e.g. earthquake, floods, volcanic ash clouds), EEMS does not have enough money to cover the losses. Under Friendly Society rules, the debt would have to be paid by the Executive Officers. We do not believe it is fair to expect the officers of the society (now or in the future) to be financially liable for the losses of the society.

What is a SCIO?

- The Scottish Charitable Incorporated Organisation (SCIO) is a new legal form for charities registered in Scotland. **The SCIO is a corporate body able to enter into contracts, employ staff, incur debts, own property, to sue and to be sued. As such, it provides a high degree of protection against personal liability for its charity trustees. It also provides some reassurance for those entering into contracts with it, and for creditors.** Unlike charities that are companies limited by guarantee, **SCIOs have OSCR (Office of the Scottish Charity Regulator) as a single regulator.** The SCIO provides another option for bodies wishing to register as charities, and for existing Scottish charities wishing to adopt a different constitutional form.

More info @ http://www.oscr.org.uk/media/29436/faqs_on_scios_pdf.pdf

What does this mean for EEMS?

- In becoming a SCIO the constitution needs to be revised and brought up to date.
- The motion to dissolve EEMS as a FS and to transition into a SCIO was approved by Council and agreed by the members at the General Assembly in Warsaw, Sept 2012.
- A key requirement of becoming a SCIO is that accurate membership lists are maintained at all times. Despite strenuous efforts, it has been impossible to have accurate lists on all >1000 members that exist within the national/regional societies. In order to fulfil this requirement, we have to do something different.

4 possible options

- In order to ensure that we fulfil the SCIO requirements of up-to-date membership lists, we have considered 4 options:
 1. Maintain the current structure (i.e. each individual person within a national/regional society is a member of EEMS), but we find some way to ensure we have up-to-date details of every single member (>1000)
 2. A new structure where the only members are the national/regional societies. Each national/regional society would nominate 1 person to vote for their nation/region, but details of those members would be easy to maintain.
 3. A new structure with a combination of national/regional societies (each having 1 vote through their representative) and individual members, also each having 1 vote.
 4. A new structure consisting of individual members only. National/regional societies could influence EEMS business through the individual members from their country, but would not have a vote as a national/regional society.

Option 1

- Maintain the current structure (i.e. each individual person within a national/regional society is a member of EEMS), but we find some way to ensure we have details of every single member (>1000)
- Advantages
 - Each paid-up member of each national/regional society would have a vote (as now). The influence of each national/regional society would therefore not change.
- Disadvantages
 - We have tried repeatedly to maintain lists of members of national/regional societies, and their contact details, but have never succeeded. The last time we tried to send an “all member” email based on the contact details provided by national/regional councillors, about 30% were returned undelivered. We believe it will be impossible to maintain the accurate lists required as a SCIO.
 - EEMS subscriptions are collected at “arms length” via each national/regional society with no direct control.
- We therefore do not think that this option is viable.

Option 2

- A new structure where the only members are the national/regional societies. Each national/regional society would nominate 1 person to vote for their nation/region, but details of those members would be easy to maintain.
- Advantages
 - Each national/regional society would have a nominated representative, so keeping membership lists up-to-date would be much easier.
- Disadvantages
 - A national/regional society with 200 members would have the same voting rights (1 vote) as a society with only 20 members.
 - The EEMS would only have about 20 members (representing the national/regional societies). As the Board of Trustees has to comprise members of the society, the number of people available for the Board, and available to become officers of the society, would be very small.
 - There is no option for individuals in countries where they have less than 10 members, or from USA, Japan etc. to be individual members of EEMS.
 - EEMS subscriptions would still be collected at “arms length” via each national/regional society with no direct control.
- We therefore do not think that this option is viable.

Option 3

- A new structure with a combination of national/regional societies (Corporate Members each having 1 vote through their representative) and individual members, also each having 1 vote (see next slide for more detail).
- This is the structure we proposed in the draft revised constitution we circulated for comment.
- Advantages
 - The society membership becomes large enough that representation on the Board of Trustees and as Officers of the Society comes from a large population.
 - As lists of individual members would be kept by Affinity Events, and reminders would be sent out each year for renewal of fees, maintenance of accurate membership lists is possible.
 - The link between members and the Board is more transparent and democratic (and not at arms length).
 - Individual members pay a higher subscription than currently (to their national society) but get a much greater discount on registration for the annual meeting and other benefits (e.g. can become a trustee, can serve on committees/special interest groups, access to meeting content, eligible for EEMS bursaries).
 - Individuals from smaller countries (< 10 members) or from non-European countries e.g. USA, Japan etc. could be members.
 - Individual members will receive information from EEMS directly instead of via their councillor.
 - Corporate members can host an EEMS conference and can nominate their representatives to serve on Education/Program Committees, Awards/Nomination Committees, Special Interest Groups, etc. and will have 2 representatives between them co-opted to the Board of Trustees
 - Corporate membership will be open to stakeholders with an interest in Environmental Mutagenesis other than National/Regional societies
- Disadvantages
 - Each national/regional society has only 1 vote, unless they have more than 200 national members in which case they have 2 votes, which has the same or similar weight as that of an individual member
 - What incentive is there for a national/regional society to pay fees to EEMS when it only has 1 vote and many of its members will also be individual members of EEMS? [other than receiving a corporate discount for annual meetings & EEMS membership]

New structure – Option 3

The Board would consist of the following Trustees
Executive members: President, VP, Past President, Secretary & Treasurer
and 1 full “ordinary” member and 2 corporate members #

EEMS Membership

Individuals

- Pay direct subscription
- Full voting rights
- Can be elected to Board
- Members benefits
 - >reduced meetings fees
 - >access to meetings content

Corporate Membership (CMs)

- > National/Regional societies & interest Groups~
(e.g. Tox society subsections, etc.)
- > Corporate subscription according to size
- CMs can host EEMS conference
- CMs can lobby board/serve on committees
- 2 CM members co-opted to board of trustees#
- Each CM organisation has same rights as an individual member
 - > 1 vote per CM organisation @ AGM/elections
 - > individual members of CM organisations will have more limited benefits (inc. reduced discounts)

co-opted from society hosting annual conf. in following 2 years (to gain experience)
~ interest groups > 10 individuals with nominated chair

Option 4

- A new structure consisting of individual members only.
- Advantages
 - Membership lists would be kept by Affinity Events, who would send out renewal reminders each year, so maintaining accurate membership lists would be easy.
 - Individuals from smaller countries (< 10 members) and from USA, Japan etc. could be members.
 - Individuals will receive information from EEMS directly instead of via their councillor.
 - Individual members pay a higher subscription than currently (to their national society) but get a much greater discount on registration for the annual meeting.
 - Election of members to the Board of Trustees and as Officers of the society would be totally democratic and not influenced by corporate bodies.
 - Other benefits e.g. Members can serve on committees/special interest groups, access to meeting content, eligible for EEMS bursaries, etc.
- Disadvantages
 - National/regional societies would not have a corporate vote, and could only influence EEMS business through the individual members from their country.
 - National/regional societies could not nominate representatives to committees such as Scientific Program Committee, Membership Committee, Awards Committee, Special Interest Groups.
 - Income from membership fees may fall for a while during the transition, and EEMS finances may be depleted. However, if we plan ahead carefully and develop attractive annual meetings, individuals will want to join the EEMS so they can benefit from the registration discount.

Options 3 and 4 are viable

- We therefore favour Options 3 and 4 as being the most viable. They will:
 - Ensure closer involvement of individuals which is currently difficult because of “arms length” structure of federation of national/regional societies and their members
 - Strengthen EEMS society governance with non-executive members (more democratic)
 - Improve the role of “trustees” (which is remote in existing structure) whilst safeguarding Boards’ public liability responsibilities
 - Provide a simplified organisation (2 or 1 Tier structure)
 - Allow membership list/subscriptions to be professionally managed
 - allows better governance of voting
 - meets legal obligation for accurate members lists
 - In Option 3, corporate membership could extend to other potential stakeholders in EEMS (and not just national/regional societies)
 - Allow co-opted corporate members to gain experience of conference organisation and EEMS expectations; provide corporate access to committees & governance boards as stakeholders in the society

Additional notes (1)

- Membership of your existing national society will not change.
 - Option 3 aims to maintain some of the structures of the old constitution whereas Option 4 is a structure common to other European scientific societies
 - If we follow Option 3, your national society will become a corporate member of EEMS, and will have voting rights as such. If you wish to be able to vote as an individual, you will be able to join EEMS as an individual member, and be able to vote as an individual (and receive the other benefits listed).
 - If we follow Option 4, as an individual member you will be able to vote and stand for office of EEMS as well as your own national society.
 - Individual members (Options 3 or 4) will pay a subscription directly to EEMS. This is different from the current situation where you pay a membership to your national society which then pays an annual subscription to EEMS based on the number of members it has. However, as an individual member you will (i) have the chance to vote on issues at the AGM as an individual, and (ii) benefit from significantly reduced registration fees for the annual scientific meeting plus other benefits (see previous slides).

Additional notes (2)

- Under Option 3, each national society should become a corporate member. In addition, interest groups, such as the Genome Stability Network, Industrial Genotoxicity Group, Toxicology societies, etc, could also seek corporate membership, broadening the scope and reach of the EEMS. Each corporate member will pay an annual subscription to EEMS based on the number of (national) members it declares. To avoid changing the subscription fee on a frequent basis we propose to apply different bands for subscription levels, e.g. 10-50 members, 51-100 members, 101-200 members, and >200 members. The actual subscription levels for these different bands have yet to be decided.
- Under Option 4, national societies and interest groups would not participate in the various committees