



Dear Councilors/Presidents  
Members of EEMGS,

Recently we have contacted the councilors and presidents of the regional societies to contact and motivate EEMGS members to vote for the New Constitution.

We have now received the outcome of the voting.  
In total we got 115 votes and after counting there appears an overwhelming majority for acceptance of New Constitution:

**112 YES**  
0 NO  
3 NO VOTE

That means that the New Constitution (see annex) is accepted and that we will finalize the process to implement it. I would like to thank the Constitution Committee for all their work that made it possible to achieve a new constitution which is acceptable for the whole EEMGS community.

Best wishes,  
Leon Mullenders, President of EEMGS

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EEMGS Home Page: <http://www.eemseu.org/>

**President**

**Leon Mullenders**

LUMC, Department of Human Genetics

Postal Zone S-4-P

P.O. Box 9600

2300 RC Leiden

The Netherlands6

Fax +31 71 526 8284

Email L.Mullenders@lumc.nl

# Annex **Constitution of the European Environmental Mutagenesis and Genomics Society (EEMGS)**

## **1. Name and address**

1.1. The European Environmental Mutagenesis and Genomics Society (EEMGS) is a Federation of national and regional Environmental Mutagenesis and Genomics Societies (EMGS) and Genetic Toxicology sections of Societies of Toxicology based in Europe. The EEMGS also encourages European scientists and scientists from outside of Europe to join as individual members.

1.2. The registered office of the EEMGS is located at

SwissLegal Duerr + Partner  
Attn. Christine Boldi, lic. iur.  
Rechtsanwaelte Notariat  
Attorneys at Law Notaries Public  
Centralbahnstrasse 7  
Postfach 206  
CH-4010 Basel  
[www.swisslegal.ch](http://www.swisslegal.ch)

## **2. Objectives**

The society's purposes are:

2.1 The advancement of education

2.2 The advancement of health

In furtherance of the above purposes the EEMGS is established to encourage the study of environmental mutagenesis, genome instability and its impact on health, genetic toxicology, and related phenomena, particularly where these may be of concern to public health, by providing a pan-European forum to bring together individuals and organizations with interests and responsibilities in biomedical and/or environmental research, policy and regulation.

To achieve the above aims it shall:

- Engage in and promote research;
- In collaboration with the member societies, organise conferences, workshops and other scientific activities;
- Encourage the publication of scientific communications associated with the activities of the Society e.g. EEMGS annual conference abstracts, a newsletter, scientific papers; etc. ;
- Promote young scientist education and career development, including funding of the Young Scientist Award ;
- Recognise excellence in the field of environmental mutagenesis by funding of the Frits Sobels award ;
- Act as the European Section of the International Association of Environmental Mutagenesis and Genomics Societies (IAEMGS).

### 3. Membership

EEMGS recognizes **four types of members**:

- **National/Regional Societies**
- **Affiliated Societies**
- **Individuals**
- **Corporate members**

- 3.1. All National and Regional Societies of environmental mutagenesis within Europe, including those sections of National Toxicology societies dedicated to this area of research, are eligible for **National Society Membership**. A National or Regional EMGS Society is defined as the primary Society concerned with environmental mutagenesis in a particular country or region. The term Society within this context implies that the organization is nationally or regionally recognized and duly constituted in accordance with the common ordinances of other major scientific societies in the country concerned. If more than one National Society of one country applies for National Society Membership, the primary goals and fields of interest of each Society within that country must be distinctly different. Other scientific societies in Europe with a specialized interest in environmental mutagenesis, though not specifically organized for that purpose (e.g. Toxicology, Genetics, Genomics societies), shall be eligible for **Affiliated Society Membership**.
- 3.2. All scientists interested in environmental mutagenesis, whether a member of a National/Regional society or not, shall be eligible to apply for **Individual Membership** on the recommendation of two current EEMGS Individual or Society members. Members of National/Regional environmental mutagenesis societies can become Individual Members as well if they so wish. Individual membership is open to any individuals aged 16 or over who are scientists, students or other persons who share the purposes of the Society and who have relevant scientific interest in the field.
- 3.3. EEMGS also recognizes **Corporate Memberships**. Corporate members are Industries and Institutions who wish to become members of EEMGS and wish to contribute to EEMGS and to support the EEMGS activities. Corporate members will be listed on the Website of EEMGS and in the program of EEMGS congresses.
- 3.4. The decision to accept applications for any category of membership of EEMGS shall be taken by the Business Council on the basis of information supplied by the candidates to the Executive Committee.

Members of EEMGS should conduct their work with high objectivity and integrity, communicate any information concerning health, safety and toxicity in a timely and responsible manner with regards to the significance and credibility of the available data, abstain from professional judgments influenced by conflict of interest, economic as well as "academic", i.e. connection with special interest groups, observe the spirit as well as the letter of law, regulations, and ethical standards with regard to the welfare of humans and animals involved in experimental procedures and practice high standards of occupational health and safety.

Any Member wishing to resign from EEMGS may do so by writing to the Secretary-General. Resignations have to be received before January 1 of the year of resignation.

### 4. Membership fee

**4.1 National/Regional Societies and Affiliated Societies pay an annual Membership fee.** The amount of the gross fee for these Members is based on the number of individual members they have, calculated from January 1 of each year, to cover the year ahead. **The amount of the fee is to be decided upon by the Business Council.**

**4.2 Individual Members pay an annual Membership fee**, the amount of which is to be decided upon by the Business Council.

**4.3 Corporate Members pay an annual fee in units.** The amount of a unit is decided upon by the Business Council, based upon a recommendation from the Executive Committee. The membership is established when a Corporate body indicates its willingness to become a member, is accepted by the Executive Committee (EC), and approved by the Business Council. It will be effective as of the moment EEMGS has received the yearly contribution in the number of units agreed upon. The membership will continue until either the member or EEMGS terminates the membership.

4.4 Any National/Regional Society, Affiliated Society or Individual member that fails to pay the fee within two years of its falling due will forfeit the right to EEMGS Membership.

## **5. Structure of EEMGS**

The structure of the organisation consists of:-

- the MEMBERS of National/Regional Societies, of Affiliated Societies and Individual and Corporate members- who have the right to attend Business Council meetings (see 6.1)
- the FUNCTIONAL BODIES - who hold regular meetings, and generally control the activities of the organisation.

The Functional Bodies of EEMGS are:

- The Business Council
- The Executive Committee
- The Auditors
- The Nomination Committee

Only Members of EEMGS (as described above) may be appointed to one or more of these bodies.

## **6. Business Council**

The Business Council represents the Members, and is responsible for a wide range of functions associated with the activities of the Society, as detailed in Section 6.3. It shall comprise:

- One Delegate from each National/Regional Society comprising up to 100 individual members, or two Delegates from each National/Regional Society comprising 101 or more individual members (as counted per January 1 for the year ahead), to represent the Member Societies of EEMGS.
- One Delegate for every 50 Individual Members or fraction thereof, to represent the Individual Members of EEMS (the number of these Delegates is to be calculated as follows: 1-50 Individual Members: 1 Delegate, 51-100 Individual Members: 2 Delegates, and so on).

Corporate Members and Affiliated Societies are not represented by delegates on the Business Council.

### **6.1 Business Council Meetings**

The Business Council shall be convened once a year (usually at the annual scientific conference) and the meeting will be announced at least two months in advance. The gap between one Business Council meeting and the next must not be longer than 18 months. If urgent matters arise such that decisions need to be taken between annual conventions, or if it is not possible to convene a face-to-face Council meeting, consultation with Business Council delegates may take place by teleconference and voting carried out by email.

A special Business Council Meeting must be convened by the President if at least one-fifth of the National/Regional Society Members, or at least one fifth of the Individual Members, wish it. Any call must state in writing the business to be transacted.

Any member of a National/Regional or Affiliated Society of EEMGS, or belonging to a Corporate Member, or any Individual Member shall be entitled to be present and to speak at the Business Council Meeting. Voting power, however, rests only with the Delegates, as long as a quorum (at least 50% of the Business Council delegates) is achieved.

The President shall chair the Business Council meeting.

## **6.2 Appointment of Delegates**

Delegates of National/Regional Societies: The National/Regional Societies are responsible for the appointment of their Delegates and have to inform the EEMGS secretary of any change immediately. At least one of the delegate(s) of any National Society should be member of the National Society's executive board.

Delegates of Individual Members: The Nomination Committee proposes candidates representing the Individual Members according to the procedure outlined in Section 9.1. Individual Members may propose additional candidates. Delegates representing the Individual Members of EEMGS must themselves be Individual Members. The Individual Members will vote to elect their delegates. These Delegates are elected for an initial period of two years, but may be re-elected for one further 2-year term.

Each appointed Delegate has one vote on the Business Council.

Delegates who are unable to attend a Business Council Meeting may empower another Delegate to vote in their place; however, no Delegate at a Business Council Meeting may vote on behalf of more than two other Delegates. The absent Member must give the Secretary-General prior notification of such a procedure in writing.

## **6.3 Functions of the Business Council**

The duties of the Business Council are to receive various reports and recommendations from the Executive Committee and to decide upon certain other matters as follows:

- Approve the minutes of previous Business Council Meetings
- Decide upon organizers and locations of annual EEMGS congresses
- Approve the annual statement of the account
- Set the annual fees for National/Regional and Affiliated Societies, and for Individual Members, and set the unit fees for Corporate Members.
- Elect the Officers of the Executive Committee
- Elect the Auditors

- Admit and exclude Members of all 4 recognised categories
- Elect the Nomination Committee
- Change the Statutes
- Approve the Operational Guidelines
- Raise any question and prepare any recommendation that Members of EEMGS wish to convey to the Business Council or the Executive Committee

Unless otherwise specified in these Statutes, resolutions at Business Council Meetings shall be passed on the basis of a simple majority of the votes cast, assuming a quorum (at least 50% of the total delegates of the Business Council are present or can vote by email) is achieved. In the event of a tie, the President (who has normally no voting power at Business Council Meetings) shall cast the deciding vote.

## **7. Executive Committee**

The Executive Committee shall comprise **at least seven and not more than eleven members: the President, the Vice-President, the Past-President, the Secretary-General, the Treasurer, and at least two other members.**

The Executive Committee shall be responsible for the day-to-day conduct of the affairs of EEMGS. It will report on these affairs and make various recommendations for action to the Business Council. The President, the Secretary-General, and the Treasurer shall represent EEMGS in its dealings with third parties.

Resolutions shall be passed by the Executive Committee at its meetings or by circulars on the basis of a majority vote. In case of a tie, the President shall have an additional vote. In meetings of the Executive Committee the presence of at least one half of the Executive Committee members is required to constitute a quorum.

Members of the Executive Committee are part of the Business Council but cannot act as Delegates (cannot vote) at Business Council Meetings. Therefore upon their election as members of the Executive Committee new Delegates will have to be elected/selected to represent Individual Members and National/Regional Societies on the Business Council.

### **7.1 Election of the Executive Committee**

**Officers of the Executive Committee shall be elected at the Business Council Meeting.** The term of office for the President, Vice-President and Past-President is two years; re-election is not possible. The Vice-President is the President Elect and will (usually) assume the role of President at the end of his/her 2-year term. Likewise the President will assume the role of Past President at the end of his/her 2-year term. The term of office for the other members of the Executive Committee is three years with one possible re-election.

The Nomination Committee, according to the procedure outlined in Section 9.1, proposes candidates from the Business Council to be officers of Executive Committee.

### **7.2 Functions of the Executive Committee**

The functions of the Executive Committee are to administer the affairs of EEMGS in accordance with its Statutes and Operational Guidelines, such as:

- Propose organizers, locations, and topics of annual congresses of EEMGS
- Organise Business Council meetings (usually in conjunction with annual congresses) at which reports on the activities and status of the society will be provided to the Members
- Convene Business Council Meetings
- Prepare reports for Business Council Meetings
- Supervise elections
- Draw up the annual accounts
- Implement resolutions passed by the Business Council
- Keep a register of the membership
- Consider co-option of Corporate and Affiliated Societies

The President shall chair the Executive Committee meetings and the Business Council Meetings.

The Vice-President shall be the President-elect. He/she replaces the President whenever necessary.

The Secretary-General shall be responsible for taking the minutes at meetings and for keeping the list of Members up to date. He/she shall also deal with all matters affecting the administration of EEMGS.

The Treasurer shall administer the finances of EEMGS.

## **8. Auditors**

Two Auditors shall be elected by the delegates attending the Business Council Meeting from candidates proposed by the Executive Committee. Candidates can be a member of a National/Regional Society (nominated in collaboration with the National/Regional Society) or can be any Individual Member. The Business Council can propose additional candidates.

The two auditors shall each hold office for a period of two years, with one possible re-election. They shall not be replaced in the same year.

### **8.1 Functions of the Auditors**

The auditors shall study the financial records of the past year made available by the Treasurer and decide whether these are a true reflection of the financial situation of EEMGS in that year

The report of the auditors on the past financial year shall be made available at the next Business Council Meeting

## **9. Nomination Committee**

The Nomination Committee shall **comprise four members**, including the Past-President, who will act as chairperson.

The three other members shall be elected by the Business Council Meeting from candidates (up to two for each position) proposed by the Executive Committee. Candidates can be a member of a

National/Regional Society (nominated in collaboration with the National/Regional Society) or can be any Individual Member. The Business Council can propose additional candidates.

The members of the Nomination Committee will serve for three years.

### **9.1 Functions of the Nomination Committee**

The Nomination Committee is responsible for proposing some candidates to be Delegates to represent the Individual Members on the Business Council.

The Nomination Committee is responsible for proposing candidates (up to two for each position) to hold office in the Executive Committee. These candidates will be members of the Business Council (but see Section 7). The Nomination Committee shall pay appropriate attention to a balanced geographical distribution of the proposed Executive Committee officers within Europe and a balanced distribution between individual members and delegates from National/Regional Societies according to §6. Proposals shall be made known to the Secretary-General at least two months before the scheduled Business Council Meeting at which the election is to take place.

## **10. Changes of Statutes**

Any modification of the Statutes requires the approval of two-thirds of the Business Council Delegates who cast votes in a ballot (the votes may be carried out by email)

## **11. Financial**

### **11.1 Assets**

The assets of EEMGS consist of and/or are derived from:

- Capital in the form of securities and business deposits
- Income from annual membership fees, publications, congresses, dividends and interest on investments
- Other contributions, donations etc. not in conflict with the aims of EEMGS as outlined in Section 2.

### **11.2 Liability of members**

Members of the society are not liable for any debts of the society. Liability for debts of the society is restricted to the assets of the society.

## **12. Dissolution**

The dissolution of EEMGS requires the approval of two-thirds of all Business Council Delegates.

In the event of dissolution, the Executive Committee shall submit a resolution to the Business Council Meeting governing the allotment of the funds of EEMGS. Under no circumstances, however, may these funds be distributed among the Members of EEMGS.



### **13. Operational Guidelines**

If necessary, detailed regulations concerning particular EEMGS activities (e.g. guidelines on the organization of the annual conference) shall be defined by a set of Operational Guidelines. Operational Guidelines are drafted by the Executive Committee and subject to approval of the Business Council.

### **14. Conflicts**

The Swiss Civil Code is to be applied in the settlement of any question not covered in these Statutes and the Operational Guidelines. Court jurisdiction is the court at Basel.