



## ASSOCIATION

"European Alliance for the Social Sciences and the Humanities"

## CONSTITUTION

### Article 1: Forming

The Association is formed of the founding members and of any future members who will join the association according to the provisions of this constitution. This constitution is governed by the law of 1st July 1901, as amended and by its application.

### Article 2: Name

The association's name is "European Alliance for the Social Sciences and the Humanities."

It may be known by the acronym "EASSH."

### Article 3: Purpose

The "European Alliance for the Social Sciences and the Humanities" promotes the importance and value of the social sciences and humanities (SSH) at all pertinent levels and through all relevant actions in Europe and beyond.

The aims are:

- to promote European social sciences and humanities as a resource for Europe and the world;
- to provide a contact point for national, European and international SSH organisations, and pertinent policy- and decision-makers;

- to provide a forum for the discussion of matters of common interest;
- to further the interests of its members with respect to the institutions of the European Union and other European and international bodies in all fields relevant to SSH;
- to promote ethically justified and responsible SSH research at all levels;
- to ensure that proper attention is provided to SSH at all levels of education.

#### **Article 4: Headquarters**

The registered address of the Association is 54, boulevard Raspail in the sixth arrondissement of Paris. It can be transferred to any other place in Paris by a decision of the Board.

#### **Article 5: Duration**

The Association is established for an indefinite period.

#### **Article 6: Members**

The Association is comprised of three groups of members: (i) the Group of Higher Education, Research Institutions, Associations and Academies, (ii) the Group of co-opted Individuals, (iii) the Group of Individuals.

Members of these three groups make up the General Assembly of the Association. No member may belong to more than one group.

Members of the Association may be natural persons or those created in public or private law.

##### *6.1. Higher Education and Research Institutions, Associations and Academies Civil Society and Think tank Group.*

The members of these groups are entities established under public or private law, i.e. institutions of higher education and research or associations and academies in the field of Social Sciences and Humanities, or natural persons representing organisations that do not have the status of a legal entity.

Each member pays a membership fee.

The entity shall appoint an individual who represents the entity in the work of the Association and attends meetings of the Association as its representative.

The Higher Education and Research Institutions, Associations and Academies Groups will provide six representatives to the Board by according the election process as approved, from time to time, by the

General Assembly, on the advice of the Governing Board.

### *6.2. Co-opted Individuals Group*

The members of this group are individuals who are nominated by the Board of the Association based on their recognised experience in the field of the social sciences and the humanities in Europe and beyond.

There will be a maximum of three co-opted individuals and they will be full members of the Board.

### *6.3. Individual Members Group*

The members of this group are individuals who pay a membership fee.

The Individual Members Group will appoint a representative to the Board by a majority vote of the members present or represented in this group.

## **Article 7: Admission of members – Termination of Membership**

### *7.1 Admission*

Any entity or individual wishing to join the association may apply in writing to the Director (or to the Secretary) of the Association.

The admission of new members is decided by the Board. Any refusal of admission will be referred to the General Assembly.

The Director (or the Secretary) may authorise provisional admission. Such admissions are subject to ratification by the Board at the next scheduled meeting.

### *7.2 Termination of Membership*

Membership of the association will be terminated as a result of:

- the non-payment of annual fees as set by the General Assembly;
- the exclusion pronounced by the General Assembly for reasons of serious concern, no such decision will be taken without the member being given the opportunity to present their case;
- the intention to resign notified by a registered letter to the President of the association with effect from the date of notification;

- upon the death of individual members or the dissolution, for any reason, of members which are legal entities.

## **Article 8: Resources**

The resources of the Association may include:

- Membership fees;
- Subsidies and other contributions made by international organizations, state and local governments and communities, and public institutions;
- Donations and bequests, from individuals or properly constituted legal entities;
- All other revenues derived from properties not prohibited by law and relevant regulations.
- Regular contributions from private organisations that support EASSH mission

## **Article 9: General Assembly**

### *9.1 Common provisions*

The General Assembly consists of all members of the Association. It has the power to set the policy, budget and organization of the Association and all other matters relevant to the purpose of the association.

Each member may be represented by at the General Assembly by another member of the Association by providing a written power of authority. The number of powers of authority which can be held by any member of the General Assembly is limited to three.

Each member has one vote and the votes of the members it represents via any written power of authority.

Meetings are convened by invitation of the President. A pre-invitation issued by the President shall contain the Agenda as proposed by the Board, and is sent to each member of the Association at least sixty days in advance of the date of the General Assembly. Members can submit additional items up to thirty days before the Assembly when the invitation is sent with the final Agenda drawn up by the Board.

The General Assembly may discuss and decide only on the issues included in the Agenda.

General Assembly meetings shall take place at the Association's headquarters or at any other appropriate place specified in the invitation issued by the President.

The General Assembly is chaired by the President. In the absence of the President, the General Assembly will be chaired by a member of the Board designated by a vote of the General Assembly.

The Director (or the Secretary) of the Association shall provide the Secretariat of the meeting. In the absence of the Director (or the Secretary), the General Assembly will nominate a member of the Board to undertake the Secretariat at the meeting by a vote of the General Assembly.

The Director (or the Secretary) will maintain a record of the attendees at the General Assembly by an attendance sheet to be signed by each of the members of the assembly and certified by the President of the meeting.

The General Assembly shall be quorate if at least half of the members are present or represented. If this quorum is not reached, the meeting shall be convened with the same agenda, within 30 (thirty) days. At this second meeting, the General Assembly will be deemed quorate regardless of the number of members present or represented.

The discussions, decisions and votes taken in the General Assembly shall be recorded in the minutes of the General Assembly. The minutes are transcribed without amendment or deletions and will be archived in chronological order on the register of proceedings of the Association. The minutes are signed as a true and accurate record by the President and the Treasurer, following approval by the General Assembly.

### *9.2 Ordinary General Assembly Meetings*

An ordinary General Assembly meets at least once a year and no later than six months after the end of the previous financial year.

The annual ordinary General Assembly will set the guidance for the annual programme of the Association.

The annual ordinary General Assembly will receive the Annual Report of the Board on the activities and the status of the association.

The annual ordinary General Assembly will receive the Annual Financial

Report by the Treasurer as well as the Report of the Auditor. It will approve or amend the financial statements, and will exculpate the members of the Board and the Treasurer.

The ordinary General Assembly will authorize or ratify acts or decisions that exceed the authority of the Board.

The decisions of the ordinary General Assembly shall be passed by a majority vote of the members present or represented.

### *9.3 Extraordinary General Assembly*

The convening of an extraordinary General Assembly may be requested by at least one quarter of the members.

An extraordinary General Assembly may consider all matters normally covered by the ordinary General Assembly.

The extraordinary General Assembly meets and deliberates in accordance with section 9.1 hereof.

### *9.4 General Assembly decisions requiring a qualified majority of members*

The General Assembly may decide on the amendment of the constitution, the dissolution of the Association or the transfer of assets of the Association only by a qualified majority.

Decisions of the General Assembly requiring a qualified majority must be passed by two-thirds majority of the members present or represented.

The General Assembly will be convened in accordance with section 9.1 hereof.

## **Article 10: The Board**

### *10.1 Composition of the Board*

The Board consists of;

- the six representatives of the Higher Education and Research Institutions Group, and Associations and Academies Group;
- the three co-opted Individuals;

- one representative of the Individual Members Group

The term of office of the members of the Board shall be three years, renewable once.

The two office holders (President and Treasurer) will stay in place for 3 years from the moment of their appointment.

The term of membership of the Board will also end by resignation or by the loss of membership of the Association.

### *10.2 Meetings and deliberations of the Board*

The Board shall be convened by its President, as necessary no less than once a year. Additional meetings may be requested by half the members of the Board.

Notices of meetings must be issued at least fifteen (15) days in advance and include the agenda of the meeting. The Board meets at the association's headquarters or at any other appropriate place specified in the notice.

The Board may only deliberate and decide on the issues on the agenda.

The presence or representation of at least half of the Board members in holding office is necessary for the validity of the Board meeting. Any member absent or unable to attend the Board may be represented by another member using a written authority to hold the power. The number of powers that one member can hold is limited to two.

The attendance of members will be recorded in an attendance sheet signed by the members of the Board and, certified by the President of the Board, following approval by the Board.

Decisions of the Board shall be passed by a majority of members present or represented. In case of an equality of votes, the President shall have the casting vote.

Decisions of the Board are recorded on the minutes containing the summary of the discussion, the text of the decisions and the results of voting. They are signed by the President of the Board.

The Board shall elect, by majority vote of the members present or



represented, the holders of the offices of President, Treasurer (and if so decided Secretary).

Except for the reimbursement of reasonable expenses incurred on behalf of the association the holders of the offices of the association will do so un-remunerated, either by salary, honoraria or other payments for fulfilling the obligations of the office.

### *10.3 Powers of the Board*

The Board shall adopt all decisions required for the sound administration of the association, subject to the authority of the General Assembly.

The Board prepares the documents to be submitted to the General Assembly for approval:

- The Annual Report of the association;
- The Annual Financial report of the association;
- The delegation of powers;
- The current operation of the association.

### **Art. 11: Director**

The Board may appoint a Director to conduct the current business of the Association.

The Director represents the Association in all acts of ordinary business and is vested with full powers to that effect, subject to the oversight of the Board. The Director is authorised to exercise the legal powers of the Association and on its behalf.

### **Article 12: Rules of Procedure**

Internal rules of procedure of the Association are approved by the Board. These rules lay down details for the operation and administration of the Association not set out in this constitution, including those relating to the functioning of the association.

### **Article 13: Financial year**

The financial year starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year. Exceptionally, the first year begins one day after the publication of the articles of association in the *Journal officiel of France* to end on December 31<sup>st</sup>.

#### **Article 14: Auditor**

The Board may appoint an Auditor. The statutory auditor shall exercise its supervisory duties in accordance with the norms and standards of the profession.

#### **Article 15: Dissolution**

In case of dissolution of the Association for any cause whatsoever, the President will call a General Assembly requesting qualified majority votes to appoint a majority or more liquidators of the liquidation. At the completion of the liquidation, a General Assembly requesting qualified majority votes deliberates on the devolution of net assets to another non-profit entity pursuing an object consistent with that of the Association.

In case of any dispute the civil courts of Paris will have jurisdiction. Done in Paris,

Done in Paris,

10 November 2020



Olivier Bouin  
President

Jon Deer  
Treasurer

