



## **Proposal for changes to the ISC Statutes and Rules of Procedure (RoP)**

To be considered by ISC Members at the 2021 extraordinary General Assembly  
(1–5 February 2021)

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Proposed new text is red and underlined

~~Proposed text for deletion is crossed out~~

Proposed in-session amendments are marked in blue

Proposed in-session amendments concern the following Statutes and RoP

### **Group I**

- Statute 9.
- RoP 8.3 (a)

### **Group II**

- Statute 17 b)
- Statute 16.
- Statute 20.
- Statutes 26. **(will be revisited during day 2 of the eGA)**

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## **Group I: Membership categories and membership applications**

### **I.I Membership categories (Statutes 8 and 9)**

8. Members shall normally adhere to the Council in one of the following categories:

#### Full Members

- Category 1: Scientific Unions, and Associations, and similar bodies, being international scientific bodies organizations<sup>1</sup> devoted to the practice and promotion of specific scientific activities in one or more disciplines and or areas of science and to their promotion.

[Foot note] <sup>1</sup> For the purposes of these Statutes an international scientific organization is an institution that draws membership from several countries within a region or from countries across at least two regions, and whose members are held together by a formal agreement, constitution or similar instrument.

- Category 2: Member Organisations, being Academies of Sciences, Research Councils or analogous not-for-profit scientific bodies representing science a broad spectrum of scientific fields or disciplines in a country, region, or territory or globally.



### Affiliated Members

- iii. ~~Affiliated Members~~ Category 3: Other bodies, being ~~other~~ governmental and non-governmental organizations, whose affiliation with the Council is not covered by the Membership Categories above, or whose activities are in a field cognate to those of the Council. ~~Affiliated Members pay dues but have no voting rights.~~
9. A Member in good standing is defined as a Member ~~which~~ who has paid the ~~M~~ membership dues for the previous three years or, in the case of a Member of less than three years' standing, has paid dues since joining the Council. ~~Member Unions, Associations and Organisations~~ Only Full Members in good standing are entitled to vote in the General Assembly and to present candidates to hold office. Affiliated Members in good standing are entitled only to present candidates to hold office.

## I.II Membership applications (RoP 8.1 - 8.6)

### 8. Applications for Membership

8.1 All applications for ~~M~~ membership of the Council must be addressed in writing to the ~~Secretary~~ President, and must be received by the Headquarters at least ~~2~~ two months in advance of the Governing Board meeting, at which they are to be considered.

8.2 Applications for ~~M~~ membership must be accompanied by a copy of the ~~S~~ statutes of the applicant organization, and a signed statement that the applicant will comply with the Council's Statutes and Rules of Procedure and a letter explaining the motivations for the application.

8.3 (a) In the event of an application for membership in Category 1 by an international union, or association or similar body which was previously a part of an existing Member of the Council, the applicant should inform the relevant Member and seek its support before applying for membership.

(b) In the event of an application for membership in Category 2 by an organization in a country, region or territory which already has existing Member(s) of the Council, the applicant organization should inform the existing Member(s) and seek their support before applying for Membership.

~~8.4~~ 8.3 Upon the guidance of the Governing Board, the Headquarters shall approach the relevant Members of the Council to seek information as to the benefits to the Council of admitting the applicant. The Headquarters shall then ascertain if there is adequate support for the application from at least 12 Members, including at least three ~~Members Unions or Associations~~ Members of Category 1 and three ~~Members Organisations~~ Members of Category 2, by request to all Council Members. Support for applications should clearly indicate ~~that Membership of~~ how the adherence of a given organization concerned would enhance the Council's activities membership base and capacities. Voting Members will have the opportunity, ~~after~~ upon receiving the ~~before mentioned~~ said request, to ask for an electronic ballot ~~from~~ of all Members on the ~~M~~ membership of the applicant. If no such ballot is requested the Governing Board will decide on the application. In the case of letters of opposition, the Governing Board may request an electronic ballot of all Members on the membership of the applicant.

~~8.5~~ All successful applications shall have effect from the conclusion of the session of the Governing Board at which they were agreed.

~~8.6 a) Applications for Affiliate Membership must be accompanied by a copy of the Statutes of the organisation, a signed statement that the applicant will comply with the Council's Statutes and Rules of Procedure, and a statement motivating the reasons for the application.~~



8.5 ~~b) The Headquarters shall transmit the application to the Members of~~ Applications for affiliate membership shall be transmitted to the Governing Board, which shall decide whether to ask the Headquarters to ascertain if there is adequate support for the application from at least nine Members, including at least three Member ~~s~~ Unions or Associations of Category 1 and three Member ~~s~~ Organisations of Category 2, by request to all Members. Support for applications should clearly indicate ~~that how~~ how Affiliate ~~M~~ membership of the organization concerned would enhance the Council's scientific activities ~~membership base and capacities~~. Voting Members will have the opportunity after receiving the ~~before-mentioned~~ said request to ask for an electronic ballot ~~from~~ of all Members on the ~~M~~ membership of the applicant. If no such ballot is requested, the Governing Board will decide on the application. In the case of letters of opposition, the Governing Board may request an electronic ballot of all Members on the membership of the applicant.

8.6 All successful applications shall have effect from the conclusion of the session of the Governing Board at which they were agreed.

### **I.III Related minor changes (Statute 15, RoP 1.1 and 2.7)**

15. The General Assembly will vote with a different system for three different types of issues:

- i. Regarding voting on scientific strategy and activities: *'One Member, ~~One~~ One Vote'*, whereby:
  - ~~e~~ Each Member Organisation of Category 1 shall have one vote. Each Member Union or Association will have a weighted vote equal to the total number of Members Organisations of Category 2 divided by the total number of Members Unions and Associations of Category 1, within the total Mmembership base.
  - Each Member of Category 2 shall have one vote.
- ii. Regarding voting on elections and other procedural matters:
  - ~~e~~ Each Member Organisation of Category 1 will have a weighted vote equal to the total number of votes by Members of Category 2 divided by the total number of Members of Category 1, within the total membership base.
  - Each Member of Category 2 shall have one vote, except in cases where there are is more than one Member Organisation of Category 2 representing the same country, territory or region as defined by the General Assembly, in which case the Members from that country, territory or region need to agree on a common voting position resulting in a single vote. Should there be no agreement amongst them, each Member Organisation of Category 2 shall have a proportion of that one vote. Exceptions to this voting rule may be agreed by a resolution of the General Assembly. Each Member Union or Association will have a weighted vote equal to the total number of country, territory or region votes divided by the total number of Member Unions and Associations, within the total Membership base.

1.1 In sessions of the General Assembly a quorum shall consist of a minimum of 50 ~~percent~~ % of the voting Full Members of each Membership Category.

2.7 The vote of each Full Member ~~Union or Association or Member Organisation~~ shall normally be cast at the meeting by the representative of that Member or by a proxy nominated by that Member. This nomination must be submitted in writing to the ~~Secretary~~ President prior to the session at which the proxy is to operate. If a Member is unable to designate a proxy to vote at the meeting, votes on those issues already on the Agenda (and not arising from the floor) may be submitted in writing to the ~~Secretary~~ President prior to the meeting.



## **Group II: Governing Board (composition and role Officers & Chief Executive officer)**

### **II.I Composition of the Governing Board (Statutes 17 and 24 (new))**

17. The Governing Board consists of:

- a) ~~Six~~**Five** Officers, namely the President, ~~two Vice-Presidents,~~ the President-Elect, the Treasurer **Vice-President for Outreach and Engagement, the Vice-President for Freedom and Responsibility in Science, and the Secretary Vice-President for Finance;**
- b) ~~Ten Ordinary M~~**m**embers, ~~of which eight are elected and two co-opted by the Governing Board to balance missing expertise and/or regional representation;~~
- c) **The CEO as a non-voting member.**

~~24. 26.~~ **The Officers of the Council are:**

- i. The President
- ii. The President-Elect, **responsible inter alia for Science Planning**
- iii. ~~Two~~**he** Vice-Presidents **for Outreach and Engagement**
- iv. The ~~Secretary~~**Vice-President for Freedom and Responsibility in Science**
- v. The ~~Treasurer~~**Vice-President for Finance**

### **II.II Roles of Officers (Statute 27and 31 and RoP 4.2-4.5, 10.3 and 10.5)**

~~27. 29.~~ **Inability to fulfill duties:**

- i. In the event that the President is unable to fulfil his or her duties, the **President-elect assumes the position of the President.**
- ii. **In the event that the President-elect is unable to fulfil his or her duties, the** Governing Board shall appoint one of the ~~two~~ Vice-Presidents to fulfil the duties of the President-~~elect~~.
- iii. In the event that any ~~Officer~~**Vice-President** is unable to fulfil their duties, the Governing Board shall decide who shall undertake such duties.

31. Various Standing Committees will be set up by the General Assembly to advise the Governing Board [...].

Such ~~C~~committees will include:

- a) **Committee for Science Planning, chaired by the President-elect, will undertakeing** scientific strategic **science** planning and reviews and address**ing** major thematic issues concerned with science for policy and policy for science.
- b) **Committee for Outreach and Engagement, chaired by the Vice-President for Outreach and Engagement, will engageing** with Members, and focus**ing** on M**embership** matters, outreach to external stakeholders, partnerships, and strategic communications, **and the awards programme of the Council.**



- c) **Committee for Freedom and Responsibility in Science**, chaired by the Vice-President for Freedom and Responsibility in Science, will dealing with freedom and responsibility of science issues at the global level.
- d) **Committee for Finance and Fundraising**, of which the Treasurer will be a Member, chaired by the Vice-President for Finance, will addressing issues of finance, auditing, resource mobilization, and risk management.

4.2 The ~~Secretary~~ President-elect shall ~~serve as Secretary of~~ chair the ~~General Assembly~~ Committee for Science Planning, and the ~~Governing Board~~, which includes: assume other duties assigned by the Governing Board.

- ~~— preparing meeting agendas;~~
- ~~— being the custodian of the Statutes and Rules of Procedure;~~
- ~~— overseeing reporting and monitoring of the agreed actions of the Governing Board and the General Assembly;~~
- ~~— receiving Membership applications; and~~
- ~~— any other duties assigned by the Governing Board.~~

4.3 The ~~Treasurer~~ Vice-President for Outreach and Engagement shall: chair the Committee for Outreach and Engagement,

- ~~— oversee the administration of the finances of the Council, including annual budgets, audits and accounts;~~
- ~~— report on financial matters to the General Assembly;~~
- ~~— assist with fundraising for the Council's activities;~~
- ~~— advise on investments;~~
- ~~oversee risk management and the implementation of internal organisational policies and procedures; and~~
- ~~any~~ assume other duties assigned by the Governing Board.

4.4 The Vice-President for Freedom and Responsibility in Science shall chair the Committee for Freedom and Responsibility in Science, and assume other duties assigned by the Governing Board.

4.5 The Vice-President for Finance shall chair the Committee for Finance, and assume other duties assigned by the Governing Board.

10.3 The Committee for Outreach and Engagement shall:

- a) assist and advise on ~~M~~ membership relations, as well as expansion of the ~~M~~ membership base of the Council;
- b) engage with external stakeholders to further the impact and visibility of the Council;
- c) establish and maintain strategic partnerships in line with the ~~H~~ high-~~L~~ level ~~S~~ strategy;
- d) advise on strategic communications and public outreach activities;
- e) advise and assist with media relations;
- f) advise on ~~any necessary science diplomacy for the Council~~ awards programme.

10.5 The Committee for Finance ~~and Fundraising~~ shall:

- a) make recommendations on finance and budgeting;
- b) oversee the auditing of the accounts, reporting to funders, as well as internal policy development (travel, procurement, etc.) and risk management of the Council;
- e) ~~develop, maintain and support the implementation of a fundraising strategy;~~



### II.III Changes proposed for role of the Chief Executive Officer (Statutes 16, 20 – 23 and 28 – 30 (new))

16. The overall function of the Governing Board is to provide scientific and strategic leadership, uphold the Council's principles and values, ~~to~~ oversee the achievement/pursuit of the Council's vision and, mission, ~~principles and values~~, and ~~to~~ secure the financial and management operational robustness of the Council. ~~It delegates management of the Headquarters and of the implementation of decisions of the General Assembly and the Governing Board to the Chief Executive Officer.~~ The Governing Board is accountable to the General Assembly.

20. The Governing Board shall meet at least twice a year, of which at least no more than one meeting shall be once twice in person per year. The Governing Board shall meet before and after each session of the General Assembly. ~~A meeting can be convened~~ The Governing Board shall be assisted ~~by the President and, upon notice in writing, at the request of at least half of its voting Members~~ Headquarters.

~~21. The Chief Executive Officer of the Council will attend Governing Board meetings as a non-voting Member.~~

~~22.~~ 21. Among its duties, the Governing Board shall:

- a) Provide strategic leadership and develop priorities, y agendas and associated activity and business plans for approval by the General Assembly;
- b) Review the implementation of the activity and business plans and monitor performance measures;
- c) Review the scientific activities of the Council and make appropriate recommendations to the General Assembly;
- d) Present, ~~to each General Assembly,~~ a report of n the scientific activities and other operations of the Council since the previous ordinary session of the General Assembly;
- e) Propose, for consideration by the General Assembly, a draft budgetary outline for the Council, and the scale of annual dues to be paid by Members for the ensuing 3 ~~three~~-year period;
- f) Decide on the annual budget and seek approval of the annual accounts by the General Assembly, as indicated in ~~Article~~ Statute 11;
- g) On delegation by the General Assembly, admit new Members;
- h) Prepare the A ~~Ag~~enda for the General Assembly;
- i) On delegation by the General Assembly, appoint Members of Standing and A ~~A~~d H ~~H~~oc C ~~C~~ommittees;
- ~~j) On a non-binding recommendation of the Officers, appoint the Chief Executive Officer.~~

~~23. The Governing Board shall be assisted by Headquarters. The Chief Executive Officer shall direct Headquarters and be responsible for its management, including the appointment of staff, the management of personnel and resources and the payment of accounts.~~

24. 22. In the event of a vacancy among the Ordinary M ~~M~~embers of the Governing Board, the Officers shall have the power to fill the vacancy for the unexpired term.



~~25.~~ **23.** No person with voting rights may serve on the Governing Board for more than six consecutive years, with the exception of a ~~Governing Board Member~~ person who can serve for a total of nine consecutive years if he or she is elected as President-Elect after serving a first term on the Governing Board; in this case, he or she may serve a maximum of nine consecutive years.

#### **VIII. Chief Executive Officer**

**28.** The Chief Executive Officer is appointed by the Governing Board on a non-binding recommendation of the Officers.

**29.** The Governing Board delegates management of the Headquarters and implementation of decisions of the General Assembly and the Governing Board to the Chief Executive Officer.

**30.** The Chief Executive Officer shall direct the Headquarters and be responsible for its management, including the appointment of staff, the management of personnel and resources and the payment of accounts.

#### **II.IV Related minor changes (Statutes 11 g, **23 (new)**, **26 (new)** and RoP 1.2, 1.3, 4.6, 8.1, 10.1)**

**11.** The General Assembly is the highest authority of the Council. It shall, as appropriate and generally after recommendations from the Governing Board:

g) Discharge the ~~Treasurer~~ Vice-President for Finance from liability, set the scale of annual dues to be paid by Members, and approve the draft budgetary outlines as proposed by the Governing Board for the ensuing period;

~~25.~~ **23.** No person with voting rights may serve on the Governing Board for more than six consecutive years, with the exception of a ~~Governing Board Member~~ person who can serve for a total of nine consecutive years if he or she is elected as President-Elect after serving a first term on the Governing Board; in this case, he or she may serve a maximum of nine consecutive years.

~~26.~~ **28.** The President and Vice-Presidents shall hold office for one term of three years, non-renewable. The Vice-President for Finance may be re-elected for a second term of three years. ~~The Secretary and Treasurer may be re-elected for a second term of three years.~~

*Note: Proposed in-session amendment to **Statutes 26.** will be revisited during day 2 of the eGA)*

**1.2** In sessions of the Governing Board a quorum shall consist of a minimum of 50 ~~percent~~ % of the voting ~~M~~ members of the Governing Board.

**1.3** For any decision made by the Officers in accordance with the Statutes, at least ~~four~~ three of the ~~six~~ five Officers must register their support.

~~4.6~~ **4.4** The Chief Executive Officer, or his or her delegated representative, shall act as an ex-officio non-voting ~~M~~ member of the Governing Board and the Council's Advisory Bodies. He or she will work with the ~~Secretary~~ President on meetings of the General Assembly and Governing Board. He or she shall be accountable to the Governing Board:



- for the day-to-day management of the Headquarters;
- through the ~~Treasurer~~ Vice-President for Finance, for financial and auditing matters; and through the President for general performance and implementation of the Council's activity and business plans.

8.1 All applications for ~~M~~membership of the Council must be addressed in writing to the ~~Secretary~~ President, and must be received by the Headquarters at least ~~2~~ two months in advance of the Governing Board meeting, at which they are to be considered.

10.1 Under Statute 31 four Standing Committees are set up by the General Assembly.

Each of these Standing Committees:

- a) is responsible for advising the Governing Board;
- ~~b) is chaired by a Member of the Governing Board;~~
- b) ~~e)~~ will have as a vice-chair an Ordinary ~~M~~member of the Governing Board, appointed by the Governing Board;