

**INTERNATIONAL SCIENCE COUNCIL
STATUTES AND RULES OF PROCEDURE**

FINAL DRAFT
v. 29 February 2024

This version shows, in tracked changes:

- *Editorial changes introduced since the last version of 2 February 2024;*
- *Changes made live during the first extraordinary General Assembly session on 28 February 2028 (no changes were made during the second session);*
- *Changes introduced after the closure of the second session of the extraordinary General Assembly on 28 February, in the interest of consistency with the earlier change of the title of the Vice-President and Committee for 'Finance, Audit and Risk' to 'Finance, Compliance and Risk'. These latter changes have been highlighted in yellow to distinguish them from the changes presented during the e-GA sessions.*

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STATUTES

I. Denomination, domicile and legal status

1. The International Science Council, hereinafter ‘the Council’, is a global, non-governmental and non-profit-making organization of international, regional and national science and research organizations and institutions. Its scope of membership includes natural, social, mathematical and engineering sciences, science-related humanities and relevant interdisciplinary and transdisciplinary bodies.
2. The Council was created in 2018, upon the merger of the International Council for Science and the International Social Science Council.¹
3. The Council is legally instituted as an association under the French law on associations of 1 July 1901.
4. The legal domicile of the Council is in Paris, France, where its main offices and administrative staff (‘the Secretariat’) are located. Any change of the legal domicile of the Council must be approved by the General Assembly.

II. Vision, mission, values and principles

5. The vision of the Council is of science as a global public good.
6. The mission of the Council is to be the global voice for science.

The Council seeks to provide a powerful and credible global voice that is respected in both the public and policy domains and within the scientific community. It will use that voice to:

- i. speak for the value of all science and the need for evidence-informed understanding and decision-making at all levels, from local to global;
- ii. stimulate and support international, interdisciplinary collaboration, particularly among Members of the Council, on scientific research and scholarship on issues of global concern;
- iii. articulate scientific knowledge on issues of global concern in the public and policy domains;
- iv. promote and assist science diplomacy, particularly where it advances the common good and addresses global challenges;
- v. promote the continued and equal advancement of scientific rigour, creativity and relevance in all parts of the world;
- vi. assist the scientific community and relevant stakeholders in their respective roles in the conduct of science and in the face of the evolution of science systems;
- vii. defend and promote the free and responsible practice of science.

¹ The International Council for Science (ICSU) was created in Brussels in 1931, following the dissolution of the International Research Council. The International Social Science Council (ISSC) was created in Paris in 1952 by the United Nations Educational, Scientific and Cultural Organization (UNESCO).

7. In fulfilling its role, the core values that the Council upholds in its work, governance and partnerships are:
 - i. excellence;
 - ii. inclusivity and diversity;
 - iii. integrity, transparency and respect;
 - iv. collaborativeness;
 - v. sustainability.

8. The right to share in and benefit from advances in science and technology is enshrined in the Universal Declaration of Human Rights, as is the right to engage in scientific enquiry, pursue and communicate knowledge, and associate freely in such activities.

The free and responsible practice of science is fundamental to scientific advancement for the well-being of humans, other life forms, ecosystems, the planet and beyond.

The principles of freedom and responsibility in science set out the freedoms that scientists should enjoy, as well as the responsibilities they bear.

The freedoms necessary for science to flourish are:

- i. freedom to access science education, training and mentoring;
- ii. freedom to participate in knowledge production;
- iii. freedom to promote and communicate science for the good of humanity, other life forms, ecosystems, the planet and beyond.

These freedoms are constrained by certain responsibilities, including:

- i. Responsibility to promote science in ways that are equitable and inclusive of human diversity;
- ii. Responsibility to ensure that research designs meet the standards of scientific validity and satisfy established ethical norms;
- iii. Responsibility to share accurate scientific information generated through theoretical, observational, experimental and analytical approaches;
- iv. Responsibility to contribute to the effective and ethical governance of science.

III. Membership

9. Members of the Council are admitted in one of the following categories:
 - i. Category 1: International scientific organizations devoted to the practice and promotion of scientific disciplines or areas of science, being institutions that draw 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.
 - ii. Category 2: Academies of sciences, research councils or analogous not-for-profit scientific bodies representing a broad spectrum of scientific fields or disciplines in a country, region or territory.
 - iii. Category 3: Other national, regional or global organizations which are primarily composed of active scientists. This shall include young scientist organizations that have the characteristics of Category 1 or 2 Members.

- iv. Category 4: Other bodies active in fields related to those of the Council which may be granted observer status. These are primarily public or international organizations associated with the promotion of science, science communication, science education, science diplomacy or the science–policy interface, ~~where-with which~~ the Governing Board considers it ~~is~~ in the interests of the Council to be able to engage directly ~~with such an organization~~.
10. Only Category 1, 2 and 3 Members in good standing are entitled to vote in the General Assembly and to nominate candidates to the Governing Board or other statutory bodies. A Member in good standing is a Member which has paid the membership dues for the previous three years or, in the case of a Member of less than three years' standing, since joining the Council. Category 4 Members may not vote or present candidates for office.

IV. Key decision-making bodies

11. The key decision-making bodies of the Council are:
 - i. the General Assembly;
 - ii. the Governing Board;
 - iii. the Executive Committee, comprising the Council's officers.

V. General Assembly

12. The General Assembly is the highest authority of the Council. The General Assembly consists of representatives of all Members as defined in Statute 9. It shall, as appropriate and as advised by the Governing Board:
 - i. examine and approve the strategic priorities and the associated implementation plan of the Council;
 - ii. review the activities of the Council as overseen by the Governing Board since the end of the previous ordinary session of the General Assembly;
 - iii. examine and approve the audited accounts of the Council on an annual basis;
 - iv. appoint an external auditor ('commissaire aux comptes');
 - v. discharge the Vice-President for Finance, Audit-Compliance and Risk from liability, approve the scale of annual dues to be paid by Members on the advice of the Governing Board, and approve the draft budgetary outlines as proposed by the Governing Board for the ensuing period;
 - vi. examine and endorse applications received through the Governing Board for membership of the Council, ~~unless delegated to the Governing Board~~;
 - vii. consider and decide upon the suspension of any Member which has failed to fulfil its obligations as outlined in the Statutes and the Rules of Procedure or which brings the Council into disrepute;
 - viii. elect the members of the Nominations and Elections Committee;
 - ix. elect the members of the Governing Board;
 - x. consider and decide upon changes to the Statutes and Rules of Procedure;
 - xi. take any other action as appropriate.
13. The General Assembly shall meet in ordinary session once every four years. A meeting of the membership without voting business will normally be held at the midpoint of the intersessional

period.

14. An extraordinary session of the General Assembly may be called either on the initiative of the Governing Board or at the request, by letter or email, of at least one third of the Members entitled to vote.
15. Sessions of the General Assembly may take place in physical, virtual or hybrid format, as decided by the Governing Board.
16. Each Member may be represented in the General Assembly by a delegation of its own selection, any member of which may speak in the General Assembly, and the composition of which shall be communicated to the Secretariat at least four weeks prior to the General Assembly.
17. The General Assembly will vote with a different system for two different types of issues:
 - i. Voting on financial matters is weighted according to Members' positions in the scale of annual membership dues, which is approved by the General Assembly on the advice of the Governing Board (see Statute V-12.v).
 - ii. Voting on all other matters is as follows:
 - a. Category 1 Members collectively have 40 percent of the overall vote; Category 2 Members collectively have 40 percent of the overall vote; Category 3 Members collectively have 20 percent of the overall vote.
 - b. Within Category 1 and Category 3, each Member has an equal vote.
 - c. Each Category 2 Member has an equal vote, except in cases where there is more than one Category 2 Member representing the same country, territory or region, in which case the Members from that country, territory or region must agree on a common voting position resulting in a single vote. Should they not find agreement, they shall have a proportion of that vote agreed between them, otherwise the vote will be divided proportionately to dues paid.

VI. Governing Board

18. The main functions of the Governing Board are to provide scientific and strategic leadership, uphold the Council's principles and values, oversee the pursuit of the Council's vision and mission, and secure the financial and operational robustness of the Council. The Governing Board is accountable to the General Assembly.
19. The Governing Board consists of:
 - i. Officers: the President, four Vice-Presidents and the President-elect (for the two years in four when the office of President-elect exists), collectively constituting the Executive Committee;
 - ii. Ten ordinary members.

All members of the Governing Board serve the Council in their personal capacity and not as representatives of their institutions or organizations.

20. Each member of the Governing Board has one vote.
21. The membership of the Governing Board should reflect the diversity of the Council's

membership base, with particular attention being paid to ensuring effective representation of the different branches of science. The membership of the Governing Board should also be inclusive of geography, gender, ethnicity and career stage.

22. Governing Board members should be individuals of the highest calibre who have widely recognized achievements and who have made significant contributions to science. They must meet the criteria for the International Science Council (ISC) Fellowship, as per Statute 46, as they become Fellows automatically on election to the Governing Board.
23. The Governing Board shall meet at least twice a year, and at least once per year in person.
24. Among its duties, the Governing Board shall:
 - i. provide strategic leadership and develop the strategic plan for approval by the General Assembly;
 - ii. review the implementation of the activity and business plans and monitor performance measures;
 - iii. review the activities and operations of the Council and make appropriate recommendations to the General Assembly;
 - iv. present to each General Assembly a report on the activities and operations of the Council since the previous ordinary session of the General Assembly;
 - v. 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 four-year period;
 - vi. decide on the annual budget and seek approval of the annual accounts by the General Assembly, as indicated in Statute 12.iii;
 - vii. admit new Members in accordance with the Rules of Procedure;
 - viii. prepare the agenda for the General Assembly;
 - ix. establish, and appoint members of, standing and ad hoc committees;
 - x. ensure appropriate review and quality assurance of the Council's outputs according to established processes;
 - xi. uphold the code of conduct for the Governing Board.
25. In the event of a vacancy among the ordinary members of the Governing Board, the officers shall have the power to fill the vacancy for the unexpired term.
26. No person may serve on the Governing Board for more than eight consecutive years, except for a person who is appointed President-elect while serving on the Governing Board.

VII. Executive Committee

27. The Executive Committee comprises the officers, who are:
 - i. the President;
 - ii. the President-elect (for the two years in four when the office of President-elect exists);
 - iii. the Vice-President for Finance, [Audit-Compliance](#) and Risk;
 - iv. the Vice-President for Freedom and Responsibility in Science;
 - v. the Vice-President for Membership;
 - vi. the Vice-President for Science Programmes.

28. The Executive Committee is responsible for overseeing the affairs of the Council between regular meetings of the Governing Board and for ensuring the implementation of strategies approved by the Governing Board and General Assembly. The Executive Committee shall meet bimonthly, normally virtually.
29. The Executive Committee will work actively with the Chief Executive Officer (CEO) on fundraising and relationship development and management.
30. The Executive Committee should refer to the Governing Board on matters where reputational, financial, diplomatic or relationship risk to the Council are significant possibilities.
31. The President and Vice-Presidents shall normally hold office for one term of four years, considering Rule of Procedure 5.6.
32. Inability of officers to fulfil duties:
 - i. In the event that the President is unable to fulfil their duties, the President-elect assumes the position of the President. If the position of President-elect is at that time vacant, one of the other members of the Executive Committee shall be elected by the Governing Board to fill the role of acting President until a President can be elected.
 - ii. In the event that the President-elect is unable to fulfil their duties on the Governing Board or to take up the position of President, the election of a new President-elect shall be brought forward and a nomination and selection process completed within six months.
 - iii. In the event that any Vice-President is unable to fulfil their duties, the Governing Board shall recommend who should undertake such duties from within or outside the Governing Board.

VIII. Chief Executive Officer

33. The CEO is appointed by the Governing Board on a non-binding recommendation of the Executive Committee.
34. The Governing Board delegates management of the Secretariat and implementation of decisions of the General Assembly and the Governing Board to the CEO.
35. The CEO shall direct the Secretariat and be responsible for its management, including the appointment of staff, the management of personnel and resources and the payment of accounts. The CEO shall be responsible for the implementation of priorities and strategies as agreed by the Governing Board.

IX. Advisory bodies

36. Various advisory bodies to the Governing Board will be set up to provide guidance on and oversight of key aspects of the Council's work and the Governing Board's duties. These advisory bodies shall be appointed by the Governing Board on the basis of nominations by Members. Advisory bodies should include at least two Governing Board members, with one serving as chair, and at least one ISC Fellow (who is not a member of the Governing Board), as well as Members' nominees. Advisory bodies may include experts from beyond the membership.

Such advisory bodies will include on a standing basis:

- i. The Committee for Freedom and Responsibility in Science, chaired by the Vice-President for Freedom and Responsibility in Science. This advisory body deals with global issues related to freedom and responsibility in science as well as emergent issues in the ethical conduct of science.
- ii. The Committee for Finance, **Audit-Compliance** and Risk, chaired by the Vice-President for Finance, **Compliance and Risk**. This advisory body addresses issues of finance, **auditing compliance** and risk management. It shall periodically review the Rules of Procedure and organizational policies of the Council. It shall be responsible for the dues scale, the dues schedule and related policies.

Other advisory bodies may be set up by the Governing Board, with defined terms of reference, to cover science systems issues, science programmes, membership, fundraising and other areas.

37. Ad hoc working groups may be established by the Governing Board for a limited time to deal with specific objectives and tasks and will be dissolved on completion of the task or achievement of the objective. The Governing Board should take advice on the composition of ad hoc working groups from Members and ISC Fellows. Expertise from beyond the scientific community may be required for some working groups. These groups may be chaired by individuals outside the Governing Board.

X. Nominations and Elections Committee

38. The Nominations and Elections Committee will be responsible for advising on and directing Governing Board nomination, election and appointment processes, and will be consulted on the filling of unanticipated vacancies among ordinary **mM**Members and Vice-Presidents.
39. Members of the Nominations and Elections Committee must have significant experience in governance and none may be seeking a nomination to be a member of the Governing Board.
40. The Nominations and Elections Committee will comprise:
 - i. An independent chair, proposed by the Governing Board, who is not representing or active in any Member of the Council or its advisory bodies;
 - ii. Two Governing Board members not standing for re-election;
 - iii. One nominee from the Fellowship Council;
 - iv. Three nominees from Category 1 Members;
 - v. Three nominees from Category 2 Members;
 - vi. One nominee from Category 3 Members.
41. Members of the Nominations and Elections Committee will serve for four years.
42. The Governing Board will select two retiring members of the Board to serve on the Nominations and Elections Committee and select other members of the committee from nominations sought from Members. This selection will take geographical, disciplinary, gender, ethnicity and career stage considerations into account. The composition of the Nominations and Elections Committee will be approved by a vote of the Members.

XI. Patrons

43. The Council will have up to three Patrons. Each Patron will be an outstanding individual, not necessarily from the science sector, well suited to help the Council with advice, relationships and credibility within and beyond the scientific world. Patrons are appointed by the Governing Board. The President is responsible for liaison with the Patron(s).

XII. Affiliated Bodies

44. The Governing Board may confer the status of Affiliated Body to scientific coordinating, policy or research bodies that are sponsored or coordinated by the Council, or which provide services on behalf of the Council.
45. Affiliated Bodies shall be considered Category 4 Members.

XIII. ISC Fellowship

46. The ISC Fellowship is a high honour awarded to individuals who have an exceptional track record in promoting science for the global public good, advocating for science or otherwise advancing the mission of the Council. Fellows must have the capacity to add value to the Council by amplifying the global voice for science through ambassadorial and advisory roles.
47. Honorary Fellowships may be awarded by exception and on occasion to individuals not meeting the criteria to be a Fellow, but who have made distinguished contributions to the goals of the Council and to science for the global good.
48. The Fellowship Council comprises 13 Fellows, including the President and one other officer as *ex officio* members. Other members of the Governing Board are not eligible to be members of the Fellowship Council while serving their term.
49. The Fellowship Council shall determine the processes for nominating and selecting new Fellows, subject to approval of the Governing Board.
50. The chair of the Fellowship Council may attend Governing Board and Executive Committee meetings as an observer.
51. The Fellowship Council and the Fellows may be consulted on strategic matters.

XIV. Council–Host–country Liaison Committee

52. The Governing Board shall ~~establish~~ appoint a Liaison Committee to promote mutually beneficial relationships between the Council and the host government and national scientific institutions. It shall comprise ISC representatives together with appropriate governmental and non-governmental host-country representatives. The committee shall be ~~co-~~chaired by ~~the Council President and by~~ a non-governmental host-country member recommended by the committee and approved by the Governing Board. The chair ~~who~~ may be invited to attend Governing Board meetings as an observer.

XV. Finances

53. The financial resources of the Council are provided by:
 - i. the dues of Members;
 - ii. subventions, donations and other financial support accepted by the Governing Board or the CEO on behalf of the Council.
54. Each Member of the Council shall pay annual dues on a scale determined by the General Assembly following the advice of the Governing Board.
55. The Council may establish one or more charitable trusts to facilitate donations to the Council to support its work to advance science as a global public good. The activities of any charitable trust will be limited to providing funds for activities that are aligned with the Council's goals and are of a charitable nature. Any trust established by the Council will apply the same sponsorship and due diligence policies as the Council, within the bounds of the law of the country of its incorporation.
56. Within the limits of and according to the processes prescribed by French law, the President's and officers' institutions may be compensated for part of the time they actually spend on ISC business. The precise amounts and conditions of any compensation will be jointly recommended and justified by the CEO and the Committee for Finance, **Audit-Compliance** and Risk (excepting members of the Governing Board) on an annual basis and approved by the General Assembly, with a two-thirds majority of the Members present, represented or, as the case may be, voting by electronic vote, without the presence of the officers concerned.

XVI. Legal representation

57. The President, or, if they are not available, the President-elect or one of the Vice-Presidents, is the legal representative of the Council. The President or their legal representative may authorize the CEO to represent the Council.
58. The CEO is empowered to represent the Council, under the control and supervision of the President, in the areas falling within the scope of their duties as described in the Statutes. They may delegate part of their duties in these areas to members of the Secretariat with the necessary authority and qualifications. The Governing Board may authorize the CEO to negotiate and conclude agreements with other organizations on behalf of the Council, within parameters established by the Governing Board. Any delegation of authority and responsibility outside the Secretariat shall be subject to approval by the Governing Board.

XVII. Dissolution and merger

59. The Council may be dissolved or merged with other organizations by a General Assembly resolution. A decision to dissolve or merge the Council shall require a majority of two thirds of Members casting an eligible vote.
60. If the Council is dissolved as provided for above, the General Assembly shall appoint three liquidators of different nationalities to conclude its affairs. The liquidators shall determine the

allocation of resources belonging to the Council, in accordance with the vision and mission contained in the Statutes. If the Council is merged with another organization, the net assets should be passed to the successor body upon such terms as are agreed for the merger.

XVIII. Modification of the Statutes

61. Any change to the Statutes shall require a majority of two thirds of Members casting an eligible vote.
62. Proposals for changes to any articles of the Statutes and Rules of Procedure may be brought forward by a minimum of ten Category 1 and ten Category 2 Members of the Council in good standing or by the Governing Board. Amendments to the Statutes proposed by Members shall be conveyed in writing to the President and Governing Board at least six months in advance of the session of the General Assembly in which they could be considered, to allow sufficient time for them to be examined by the Governing Board and for the proposed amendments to be distributed to all Members.
63. The Governing Board shall consider amendments proposed by Members, and, unless they find them contrary to the Council's mission, potentially harmful to its reputation or legally impracticable, shall distribute the proposed amendments to all Members with its recommendations. The Governing Board will also determine whether consideration of any amendments proposed by Members can be deferred to the next ordinary session of the General Assembly or whether they merit an extraordinary General Assembly, considering also Statute 14.
64. Decisions on all matters not covered by the present Statutes shall be made as required by the Governing Board, notified to the Members, and, if appropriate, ratified at the next General Assembly.

XIX. Interpretation of the Statutes

65. These Statutes shall be governed by, and interpreted in accordance with, the law of the country where the Council is domiciled. In case of a conflict between the English and any translated version of these Statutes, the English version shall prevail.

RULES OF PROCEDURE

1. Quorum

- 1.1. In votes of the General Assembly, a quorum shall consist of 50 percent of Members eligible to vote, in any category of membership.
- 1.2. In votes of the Governing Board, a quorum shall consist of 50 percent of the members of the Governing Board.

2. Voting procedures

- 2.1. If voting is necessary and a decision of the General Assembly cannot be reached by acclamation, a decision will be reached in accordance with Statute 17 and by a simple majority of the eligible votes cast. A two-thirds' majority is only necessary when explicitly stated in the Statutes or Rules of Procedure.
- 2.2. All majorities shall be calculated on the basis of the total number of valid affirmative and negative votes actually cast.
- 2.3. The election of the members of the Governing Board by the General Assembly shall be by secret ballot.
- 2.4. For all positions on the Governing Board, other than President-elect, each voting Member shall vote for no more names than there are vacancies to be filled. The number of votes to be cast by each voting Member shall conform with Statute 17.
- 2.5. At each ballot, the candidates shall be ordered according to the number of votes each receives and elected in that order.
- 2.6. If at any stage a choice must be made between candidates who have obtained the same number of votes, a separate ballot shall be taken.
- 2.7. For any decision made by the Executive Committee, a simple majority of the officers must register their support.
- 2.8. Decisions of the Council's key decision-making bodies may be arrived at entirely or in part by electronic means, as appropriate, provided that a quorum is attained, except in the case of approval of the audited annual accounts, where a quorum is not required.
- 2.9. Where a General Assembly is held in person, the vote of each Member 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 President before 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 President before the meeting.
- 2.10. Where a General Assembly is held in part or in whole virtually, votes shall be conducted according to procedures defined by the Secretariat and approved by the Executive Committee.

3. General Assembly

- 3.1. The four-yearly ordinary meeting of the General Assembly shall be an in-person event except under exceptional circumstances. The Governing Board shall inform Members in writing, at least six months in advance, of the place and date of the next ordinary session of the General Assembly and provide them with the outline agenda for that meeting. Items proposed for inclusion in the agenda of the General Assembly must be received by the President at least three months before the date fixed for an ordinary session of the General Assembly (excepting proposals for amendments to the Statutes, according to Statute 61). The final agenda of the General Assembly shall be communicated by the President to all Members of the Council at least two months before the first day of the session. No item that has not been accepted for the agenda may be discussed unless a proposal to that effect is approved in the General Assembly by at least two thirds of the Members taking part in the vote.
- 3.2. In the case of an extraordinary session of the General Assembly, as laid down in Statute 14, the Governing Board shall inform Members in writing of the date of the session and provide them with the agenda for that meeting at least 30 days in advance. No item that has not been placed on the agenda may be discussed unless a proposal to that effect is approved in the General Assembly by at least two thirds of the votes of the Members taking part in the vote.
- 3.3. The Resolutions Committee shall consist of four members appointed by the General Assembly at the suggestion of the Governing Board. It shall collate, edit and present any eligible resolutions proposed for adoption by the General Assembly. Resolutions proposed at a General Assembly must be related to an item on the agenda and must have been discussed at the current Assembly in order to be considered. Only those matters which clearly require stronger endorsement by the full Council membership than a decision of the General Assembly would confer, or which are a statement of intent or opinion on the part of Council, should be the subject of resolutions. Any proposed resolution which does not fulfil these criteria will be ruled out of order by the Resolutions Committee. The Governing Board will ensure that all necessary action on a resolution is taken.
- 3.4. The current edition of 'Robert's Rules of Order Newly Revised' shall be used to govern the conduct of all meetings of the General Assembly.

4. Governance

- 4.1. The President shall chair the Executive Committee, the Governing Board and the General Assembly.
- 4.2. The President-elect shall assist the President and prepare to assume the role of President, ensuring continuity and a smooth transition, and take a leading role in the consideration of strategic priorities.
- 4.3. 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.
- 4.4. The Vice-President for Finance, ~~Audit-Compliance~~ and Risk shall chair the Committee for Finance, ~~Audit-Compliance~~ and Risk and assume other duties assigned by the Governing Board.

- 4.5. The Vice-President for Membership will assume responsibilities related to supporting current and potential Members and other duties assigned by the Governing Board.
- 4.6. The Vice-President for Science Programmes shall assume duties related to science activities coordinated, jointly coordinated or sponsored by the Council, and other duties assigned by the Governing Board.
- 4.7. The Governing Board may establish subcommittees of Governing Board members as it sees fit to assist its work.
- 4.8. The CEO can be invited to attend meetings of the Governing Board and the Executive Committee (excluding when their own performance is discussed) but shall not have a vote. The CEO will work with the President to prepare and convene meetings of the General Assembly, Governing Board and Executive Committee. The CEO shall be accountable to the Governing Board for:
 - i. day-to-day management of the Secretariat;
 - ii. financial and **auditing-compliance** matters via the Vice-President for Finance, **Audit Compliance** and Risk;
 - iii. general performance and implementation of the Council's activity and business plans via the President.
- 4.9. With the approval of the Governing Board, responsibility for a particular duty normally discharged by an officer may be delegated to other persons.
- 4.10. On the advice of the Governing Board, the President may invite any individual to an ordinary or extraordinary session of the General Assembly, or to a meeting of the Governing Board.
- 4.11. A member of the Governing Board is deemed to have resigned if they do not participate in at least half of the board meetings in an 18-month period without reasonable cause.
- 4.12. The Governing Board may pass a motion of no confidence and request the resignation of any member of the Governing Board, including an officer, for good cause and in particular for significant lack of compliance with the Governing Board code of conduct. Such a motion will need a 75 percent vote by the other members of the Governing Board and agreement of 75 percent of the Nominations and Elections Committee.

5. Election of officers of the Governing Board

- 5.1. The election of officers will be staggered. Two Vice-Presidents will be elected every two years. The President-elect will be elected at the time of the ordinary session of the General Assembly, two years before assuming office as President.
- 5.2. At least six months in advance of elections, each Member of the Council eligible to vote shall be invited by the Nominations and Elections Committee to nominate a single candidate for each vacant officer's position. The Nominations and Elections Committee shall provide the terms of reference for each role concerned, appropriate to the current needs of the Council. The Nominations and Elections Committee may also search beyond the Members' nominations.

- 5.3. Nominations for officers' positions must be supported by at least three Members from at least two categories of membership.
- 5.4. The Nominations and Elections Committee will interview up to three candidates for each officer's position and recommend up to two candidates for each position, other than for the President-elect. Only one candidate will be offered for the position of President-elect. The list of candidates will be circulated at least two months before the vote.
- 5.5. When a single candidate is offered for any position, at least two thirds of the valid votes shall be required for the candidate to be confirmed. If that is not achieved, the Nominations and Elections Committee will offer an alternative candidate. When two candidates are offered for any position, election will be by established voting procedure (see Statute 17 and Rule of Procedure 2).
- 5.6. In the case the Nominations and Elections Committee believes that an officer should have their term extended by two years or to a full second term, it must justify this in a recommendation to the General Assembly.

6. Election of ordinary members of the Governing Board

- 6.1. The election of ordinary members will be staggered. Every two years five ordinary members of the Governing Board will be elected by the General Assembly.
- 6.2. At least six months before elections, each Member of the Council eligible to vote shall be invited by the Nominations and Elections Committee to nominate up to three candidates for ordinary membership. The Nominations and Elections Committee shall provide the terms of reference for the role. All nominees are expected to have had an active role in scientific organizations related to the work of the Council and familiarity with the Council. The Nominations and Elections Committee may also search beyond the Members' nominations.
- 6.3. The Nominations and Elections Committee will assess the nominations for ordinary members, including by means of interview if appropriate, and put forward for election a shortlist of candidates numbering no more than twice the number of vacant positions. The shortlist will be circulated at least two months before the vote.
- 6.4. Election of the ordinary members of the Governing Board by the General Assembly shall take place according to established voting procedures (see Statute 17 and Rule of Procedure 2).

7. Nominations and Elections Committee

- 7.1. At least one year before elections, the Governing Board will solicit nominations from Members for candidates for the Nominations and Elections Committee, as per Statute 42. The Governing Board will propose a composition of the Nominations and Elections Committee for the approval of the General Assembly by electronic vote.
- 7.2. The Nominations and Elections Committee shall meet as soon as possible after its establishment and receive briefings from the President and the CEO on the strategy, priorities, principles and values of the Council before they start their work. The Nominations and

Elections Committee will provide the specific requirements for each vacant position for each election round.

- 7.3. The Nominations and Elections Committee may be assisted by an independent advisor.

8. Applications for membership

- 8.1. Applications for membership must include a cover letter addressed to the CEO committing to comply with the Council's Statutes and Rules of Procedure if the application is approved. The application must be accompanied by a copy of the Statutes (or equivalent document) of the applicant organization and any other information requested by the Secretariat.
- 8.2. The Council seeks to promote the viability and cohesiveness of its Members. It will therefore not consider for membership or observer status any organization that is or was previously part of a Category 1, 2 or 3 Member without the consent of the relevant extant Member(s).
- i. In the event of an application for membership in Category 1 by an international union, association or similar body that has substantially the same or a significantly overlapping domain of interest as an existing Member, the prospective applicant should inform the relevant Member(s) and seek their support before applying for membership. The existing Category 1 Member may recommend and provide justifications for why the applicant should not be admitted as a Category 1 Member but could be admitted in Category 3 or ~~as an observer~~⁴.
 - ii. In the event of an application for membership in Category 2 by an organization in a country, region or territory which already has an existing Category 2 Member, the prospective applicant should inform the existing Member(s) and seek their support before applying for membership. The existing Category 2 Member(s) may recommend and provide justifications for why the applicant should not be admitted as a Category 2 Member but could be admitted in Category 3 or ~~as an observer~~⁴.
 - iii. With the exceptions detailed in Rule of Procedure 8.2~~ib~~ or 8.2~~ie~~, Category 3 membership will normally be unavailable to an organization eligible to be a Category 1 or 2 Member.
 - iv. Where under Rule of Procedure clauses 8.2~~ib~~ and 8.2~~ie~~, the Governing Board is presented with advice that a prospective Category 1 or 2 Member should rather be admitted as a Category 3 Member (with the associated dues and voting rights) or ~~as an observer~~^{in Category 4}, the Governing Board will notify the applicant and invite it to either accept the recommendation of the existing Member(s) or to make a rebuttal. In the event of the latter, the Governing Board will seek to find agreement with all parties concerned before taking a decision as to the most appropriate membership category. If no agreement can be reached, the matter should be referred to the membership of the Council to advise on the application.
- 8.3. Upon the advice of the Governing Board, the Secretariat shall approach the Members of the Council to seek their support for a given application for membership. For Category 1 or 2 membership, support must be expressed by at least twelve Members, including at least three Members of Category 1 and three Members of Category 2. For Category 3 ~~or Category 4~~ membership ~~or observer status~~, support from nine Members is sufficient, including at least three Members of Category 1, three of Category 2, and three of Category 3. Voting Members will have the opportunity, upon receiving the request, to ask for an electronic ballot of all Members on the membership application. If no such ballot is requested, the Governing Board

will decide on the application. In the case of statements of opposition, the Governing Board may request an electronic ballot of all Members on the membership application.

- 8.4. All successful applications come into effect from the conclusion of the session of the Governing Board at which they were definitively approved.

9. Resignation or termination of membership

- 9.1. The resignation of any Member must be submitted in writing to the CEO and takes effect from 31 December of the year of resignation. To ensure the stability of the Council, dues must still be paid in the year of submission of resignation.
- 9.2. Any Member of the Council which is in arrears with its dues (payable before 31 December each year) for more than twelve months shall cease to be in good standing as defined in Statute 10 and lose the right to vote in the General Assembly, and to nominate candidates for the Governing Board or statutory bodies, until the outstanding dues have been paid. The Governing Board may, in extraordinary circumstances, waive the payment of outstanding dues.
- 9.3. The General Assembly may, with the agreement of a majority of at least two thirds of the Members casting an eligible vote, exclude from membership any Member which has failed to fulfil any of its obligations or for which affiliation with the Council is no longer deemed appropriate.

10. Affiliated Bodies

- 10.1. The Governing Board shall set criteria for new Affiliated Bodies. They shall apply via the CEO with information that satisfies those criteria, and the Governing Board shall consider and, if appropriate, approve the application.

11. Terms of reference for advisory bodies

- 11.1. Under Statute 36, two standing committees are instituted by the General Assembly and others may be established by the Governing Board.

Each of those standing committees is responsible for advising the Governing Board and will:

- i. have as chair an officer or ~~o~~Ordinary ~~M~~member and as vice-chair an ~~o~~Ordinary ~~m~~Member of the Governing Board, both appointed by the Governing Board;
- ii. comprise up to twelve individuals, including at least one ISC Fellow who is not a Governing Board member and up to nine non-Governing Board members who will be appointed by the Governing Board on the basis of nominations by Members;
- iii. have a four-year mandate, with half of the committee members rotating off every two years;
- iv. generally meet once per year in person and conduct their ongoing work virtually.

Other advisory bodies will generally have staggered membership to ensure both

refreshment and continuity. The term of an advisory body member will be four years.

11.2. The Committee for Freedom and Responsibility in Science shall:

- i. promote and uphold the principles of freedom and responsibility in science (Statute 8);
- ii. seek solutions to problems concerning the free passage of scientists, free collaboration among scientists and freedom to pursue science;
- iii. address emergent issues regarding the ethical conduct of science;
- iv. monitor the Council's adherence to its core values.

11.3. The Committee for Finance, ~~Audit-Compliance~~ and Risk shall:

- i. oversee and make recommendations on finance, ~~budgeting and auditing-compliance and budgeting~~;
- ii. oversee internal policy development (travel, procurement, etc.);
- iii. review the risk management approach of the Council and report to the Governing Board on the Council's risk profile;
- iv. monitor adherence to the code of conduct of Governing Board and advisory body members.

11.4. Other advisory bodies established by the Governing Board shall have terms of reference approved by the Governing Board and advised to the membership. The Governing Board will review their terms of reference and utility at least once in every four-year cycle.

12. ISC Fellowship

12.1. Fellows are considered 'active' for seven years after election; thereafter they become 'emeritus'.

12.2. The active Fellowship shall have a maximum of 60 percent of any gender and have due regard for geographical, disciplinary, ethnic and career-stage diversity. At least 40 percent of the active Fellows should come from or work primarily in low- or middle-income countries.

12.3. The Governing Board can revoke the Fellowship of any individual if a case of misconduct is brought forward by the Fellowship Council based on due process (as determined by the Fellowship Council).

12.4. The Fellowship shall determine the processes for electing its Council and chair, deciding its terms of office and staggering its membership, as well as other internal processes, subject to approval of the Governing Board.

13. Modification of the Rules of Procedure

13.1. No change may be made to the Rules of Procedure except with the approval of the General Assembly, by the majority of the votes cast by the Members taking part in the vote. Changes to the Rules of Procedure are effective at the end of the General Assembly adopting them, unless otherwise specified by a resolution of the General Assembly.