



CONSTITUTION

1. NAME OF THE REGISTERED CHARITY

Estuarine and Coastal Sciences Association (ECSA)
Registered Charity Number: 264006

2. OBJECTIVES

The Objectives of the Association will be:

- (1) to promote the international dissemination of scientific knowledge and understanding of estuaries and coastal waters, thereby contributing to their environmental sustainability and the improved management of marine resources;
- (2) to organise symposia, conferences and advanced workshops on subjects relating to estuaries and coastal waters;
- (3) to raise financial contributions from its members, institutions and sponsors to fulfil the Objectives of the Association;
- (4) to encourage the publication of peer-reviewed papers, treatises, reports or other scientific communications relating to estuaries and coastal waters;
- (5) to carry out other actions that are considered beneficial to the foregoing Objectives and as may lawfully be done by a body established for charitable purposes only.

3. MEMBERSHIP

(1) Membership of the Association shall be open to any individual or organisation, from any country, supporting the Objectives of the Association. Persons may join the Association as full members, student members, institutional members, sponsoring members or associate members. All applications for membership will be on a form found on the Association's website (www.ecsa-news.org). An applicant's admission to the Association will be subject to ratification by the Council and the Annual General Meeting.

(2) The membership subscription will be determined annually by the Council and presented at the Annual General Meeting of the Association. Annual subscriptions will be recorded in the ECSA Bulletin and on the ECSA website, and will be payable in advance, in any currency, using the Association's preferred payment system, before the 1st April each year.

(3) All members will be bound by the terms and conditions of the ECSA Constitution.

(4) The Council shall have power to deprive any member of their membership if it deems it necessary in the interest of the Association. Any member thus deprived of their membership shall have the right of appeal to the Trustees and to a personal hearing.

(5) The Privileges of a member will be withdrawn if her/his subscription for the current year remains unpaid twelve months after it is due.

Membership categories:

- *Full Membership of the Association:* This category is open to all suitably qualified individuals holding degrees or certificates or individuals who have considerable professional experience in subjects that are relevant to the pursuit of the Objectives of the Association. Full members will be granted the Privileges of the Association.
- *Student Membership of Association:* This category is open to any person who has an interest in estuaries and coastal waters, including students at school and students engaged on a course of study leading to an advanced certificate, a degree or equivalent qualification at any centre of further and higher education. Students will pay a reduced membership subscription that will last for 3 years and will be granted the Privileges of the Association.
- *Institutional Membership of the Association:* An institution, defined as an industrial company, a department of a university or college, a research institution, a government authority, a non-governmental organisation or a school, maybe granted institutional membership upon payment of an annual subscription agreed by Council. Five individuals from the institution will be granted the Privileges of the Association, specifically reduced rates for attending ECSA conferences and workshops.
- *Sponsored Membership of the Association:* An organisation sponsoring the Association may, upon payment of an annual sponsorship fee agreed by Council, nominate five individuals as members of the Association. The individuals from the sponsors will be granted the Privileges of the Association and each sponsor can nominate one individual as a representative on Council. Expenses will not be paid to sponsors attending Council meetings. The total number of sponsor members on Council will be limited to a maximum of 5 individuals.
- *Honorary Life Membership:* This category will be conferred onto recipients of the ECSA Lifetime Achievement Award.
- *Associate Membership of the Association:* This category will be open to members of approved societies having similar objectives to ECSA and having reciprocal Associate membership in favour of members of the Association. The names of societies meeting these requirements will be submitted to an Annual General Meeting of the Association for approval. Members of such societies may join as annual subscribing associates. All Associate members will be bound by the Constitution of the Association for which purpose they will be regarded as members of the Association, having the same Privileges as members of the Association, except for the exclusions below.

Associate members will not be eligible for election to the ECSA Council and will not have the right to vote at Annual General Meetings. Associate membership shall lapse immediately an Associate member ceases to belong to the approved society of which they are a member. The amount of the annual Associate membership subscription, which shall be less than the full annual membership subscription, will be determined and reviewed at an Annual General Meeting of the Association and shall be recorded in the bye laws of the Association together with the names of all approved societies.

4. PRIVILEGES OF MEMBERSHIP

(1) All members will be eligible for election to any office of the Association provided that they are not in arrears with the payment of their subscription.

(2) Members shall have the right to attend symposia, conferences, advanced workshops of the Association and will have an opportunity to pay the registration fees at a reduced rate.

(3) The Council will keep members informed through the bi-annual publication of the ECSA Bulletin and members will be up-dated via the website, a bulletin board and e-newsletter.

(4) Members will have an opportunity to apply for small research grants and any other such awards as the Association may offer.

(5) Members can pay a reduced subscription for the journal *Estuarine, Coastal and Shelf Science* and associated publications.

5. COUNCIL

The affairs of the Association will be managed by the Council who, subject to this Constitution, will have powers to enhance the dissemination of estuarine and coastal science, intensify the global reach of the Association and to apply the funds of the Association for the promotion of its Objectives and to frame its bye-laws.

The Council shall consist of 3 Trustees, 4 Officers, a number of elected Specialist Councillors, 3 Councillors per year elected by the members and a variable number of Councillors belonging to other bodies that may sponsor the Objectives of the Association. All these Councillors have a vote.

The Council may, at any time, appoint committees for special purposes and co-opt additional members provided that the co-opted members shall only serve until the next Annual General Meeting, where their tenure on Council may be renewed. The co-opted individuals must, in the opinion of the Council, be specially qualified to serve having regard to the Objectives of the Association and they will not have a vote.

The quorum of the Council will be 8 and the Council shall meet at least twice per year.

(1) Trustees of the Association

Three Trustees will be appointed by resolution at the Annual General Meeting and will hold office for six years, after which period they shall be eligible for re-election. Each Trustee is a member of Council and each has a vote.

The functions of the Trustees are:

- (a) to act on behalf of the Association in such financial and other transactions as are referred to them by the other officers of the Council;
- (b) to advise the Council on such matters of policy as the Trustees may from time to time consider expedient;
- (c) to cause a special meeting of the Council of the Association to be summoned, if the Trustees consider it in the interests of the Association.

(2) Officers of the Association

The Association will have four officers. They are the President, President-Elect, Secretary and Treasurer. The officers comprise the Policy & Nominations Committee and other sub-committees as may be duly appointed. Each Officer has a vote.

The President of the Association will be elected annually at the Annual General Meeting and she/he will not hold office for more than 3 consecutive terms. The President-Elect, Secretary and the Treasurer will hold office for a period of 3 years after election at an Annual General Meeting and will be eligible for re-election for further terms.

During the term of office the function of the President is:

- (a) to guide the Association in the fulfilment of its Objectives;
- (b) to Chair meetings of Council and the Policy & Nominations Committee;
- (c) to lead the promotion of the Association nationally and internationally;
- (d) to resolve any issues of concern to the membership.

The function of the President-Elect is:

- (a) to shadow the work of the President;
- (b) to chair any meetings should the President be absent;
- (c) to initiate and support new developments, particularly with partner organisations.

The function of the Secretary is to:

- (a) to prepare the agenda, and supporting papers, in good time prior to meetings of the Council;
- (b) to record the transactions of the Council at its meetings and to provide a report to all members;
- (c) to organise elections to Council and to advise the President on matters concerning the operation of the Association.

The function of the Treasurer is to:

- (a) to manage the current account of the Association and to ensure sufficient financial reserve;
- (b) to pay the creditors of the Association in good time;
- (c) to report the financial status of the Association to the Council at its meetings and at the Annual General Meeting of the Association.

(3) Specialist Councillors of the Association

The Specialist Councillors are members who are essential to the functioning of the Association by assuming a specific responsibility and they report directly to Council at its bi-annual meetings. These specialist functions are: Membership Secretary, Conference Coordinator, Publications Secretary, Bulletin Editor, Workshop Coordinator, UK local Meetings Organiser, an Editor of the ECSA companion journal "Estuarine, Coastal and Shelf Science", Editor of the e-newsletter, Student Representative, Webmaster.

The Specialist Councillors shall hold office for a period of 3 years after election at an Annual General Meeting and shall be eligible for re-election for further terms.

(4) Sponsoring Councillors

A sponsor may nominate 1 individual to sit on the Council for a period of not more than ten years subject to the number of such Councillors not exceeding a total of five at anyone time.

(5) Elected Councillors and Re-election of Councillors

Any member of the Association may put herself/himself forward for election. The member must supply the names and contact addresses of a Proposer and Seconder to the Secretary at least 1 month before the Annual General Meeting.

If a vacancy arises in any other Council position, any two members of the Association may nominate a member to fill the vacancy. Such nominations should be sent in writing to the Secretary by the 1st January preceding the Annual General Meeting. To avoid undue imbalance, it will be the duty of the Council to propose to the Association the names of members drawn from such nominations for election or re-election to fill such vacancy.

The names of the nominees will be sent to members not less than 1 month before the Annual General Meeting and will be formally submitted to the Association at that Annual General Meeting. Election will be by majority ballot at the meeting. If insufficient nominations are received, the Council shall appoint members to fill the vacancy and to serve until the next Annual General Meeting. A vacancy among the officers occurring after the Annual General Meeting shall be filled by Council within three months of its occurrence, the appointees serving until the next Annual General Meeting.

6. ANNUAL GENERAL MEETING

There will be an Annual General Meeting of the Association. It will be held at an appropriate time between March and June of each calendar year. The Annual General Meeting will be held at a time and place to be decided by Council. Not less than 1 month's notice in writing of the meeting shall be given to every member, together with the agenda, including any nominations for election as a Trustee, an Officer, a Specialist Councillor or an Elected Councillor, and the text of any resolution proposed to be moved with names of proposers and seconders. A copy of the balance sheet and statement of accounts for the preceding year, which will be subject to audit, will also be presented. The meeting will:

- (a) receive reports from the Specialist Councillors, including the Treasurer's statement of account for the preceding year;

- (b) consider and vote on any resolution which has been duly submitted to the meeting;
- (c) elect the President for the following year or the other Officers for a three year period, if appropriate;
- (d) elect the Council and Trustees, other than those not retiring that year;
- (e) elect the Auditors;
- (f) deal with any other business by leave of the Chairperson of the meeting. No resolution other than those relating to the Secretary's report and statement of account or other formal business shall be moved at the meeting unless:
 - (i) Notice thereof in writing signed by the members who propose to move and second it shall have been received by 1st February preceding the meeting and the text of the resolution provided, together with the names of the proposer and seconder;
 - (ii) The Chairperson of the meeting is satisfied that exceptional circumstances make it desirable that a resolution of which such notice has not been received shall be moved at the meeting.

7. EXTRAORDINARY GENERAL MEETING

The Trustees, the Councillors or any 20 members of the Association may at any time call an Extraordinary General Meeting, which will have the powers of an Annual General Meeting, as defined in this Constitution, to consider special business. Notice of an Extraordinary General Meeting will be furnished to the members 1 month in advance by the Secretary, who will set out the business to be transacted at that meeting. The privileges of voting at an Extraordinary General Meeting will be the same as those at an Annual General Meeting as defined in these rules. Any member unable to attend an Extraordinary General Meeting shall be entitled to cast his vote by proxy.

8. NOTICES

- (1) A notice may be served by the Association upon any member either personally or by e-mail or by posting the notice in a prepaid letter addressed to such member at his registered address.
- (2) Any notices served by post shall be deemed to have been served on the day on which it was posted and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.

9. FINANCIAL YEAR

The Financial year of the Association shall be from 1st January to 31st December. All monies shall be received by the Treasurer who shall prepare a balance sheet for the past financial year which shall be audited by a person appointed for this purpose by the Annual General Meeting.

10. REMUNERATION OF SERVANTS

- (1) The capital and income of the Association derived from various sources will be applied solely towards the promotion of the objectives of the Association.
- (2) No member of the Association shall derive direct financial benefit from the activities of the Association. However, it is permissible to repay out of pocket expenses properly

incurred by any member engaged on the business of the Association. Also, it is permitted to pay reasonable and proper remuneration to any member or employee of the Association in return for services rendered to it.

11. BYE-LAWS

Bye-laws to augment this constitution will specify details and less fundamental provisions but shall not alter the intended meaning of the Constitution or circumvent its provisions. Additional bye-laws may be proposed in writing by any two members of the Association and will be adopted if a majority of the members are in its favour as shown by a ballot at an Annual General Meeting. Bye-laws proposed by the Council shall be submitted to the Annual General Meeting for ratification.

12. ALTERATION OF THE CONSTITUTION

(1) This Constitution may be altered by resolution of which not less than 2 months' notice has been given, passed at a Annual General Meeting of the Association by a two thirds majority of those present and voting provided that no resolution to alter the charitable objectives of the Association shall be moved or voted upon until the consents required by law have been obtained to any such proposed alteration.

(2) The Constitution should be reviewed on a 3-yearly basis.

13. DISSOLUTION

Upon dissolution of the Association the surplus funds and property remaining after discharging all liabilities of the Association shall be applied or transferred subject to the consents required bylaw to some charitable purpose or object to be chosen by resolution of the meeting at which the resolution to dissolve is passed and in default for charitable purposes.

14. EXISTING BYE-LAWS

(1) The elected members of the Council should whenever possible contain representatives of different disciplines, including the natural and social sciences and engineering, and the Council shall select and propose nominees in accordance with the provisions of the constitution on the basis of this bye-law.

(2) Members joining the Association after the expiration of seven months of the financial year of the Association shall not be required to submit further payment for the following financial year but shall be entitled to membership of the Association for a period not exceeding 17 months on payment of one annual subscription.

(3) The following societies are deemed to be approved within the meaning of this Constitution: The Coastal and Estuarine Research Federation.

(As adopted by the Annual General Meeting on 14/4/72, and as amended by those held on 23/5/73, 6/5/74, 12/4/75, 10/4/76, 15/4/78, 19/4/79, 16/4/82, 8/4/87, 14/4/89, 20/4/90 and 17/5/12)