

# **EUROPEAN CORPORATE MICROSCOPY ASSEMBLY**

## **CONSTITUTION**

### **I. Name and Domicile**

There shall be a body called the European Corporate Microscopy Assembly (ECMA). ECMA is composed of organizations involved in the development and/or distribution of microscopy-related hardware and software products, journals and services. ECMA shall be a member of the European Microscopy Society (EMS), under conditions defined in the EMS constitution.

The domicile of the ECMA will be at the Office of the acting President of ECMA.

### **II. Mission Statement**

To provide input and guidance from the commercial perspective to decisions made by EMS for the benefit of the European microscopy community.

### **III. Objectives**

- ✚ To contribute to the consistency in the organization of European meetings.
- ✚ To make European exhibitions a cost effective means of marketing.
- ✚ To promote coordination between the meeting organizers and the commercial participants.
- ✚ To make national and European meetings more attractive to participants.
- ✚ To position Microscopy in the scientific world and conduct appropriate media promotion.
- ✚ To create activities to promote the flow of attendees to the commercial exhibition.
- ✚ To coordinate exhibit dates, times, space allocation and utilities to effectively install, display and operate sophisticated scientific instrumentation and other products.
- ✚ To recommend European meeting venues, that are conducive to achieving both scientific and commercial goals.
- ✚ To address logistical issues relating to both personnel and instrumentation.
- ✚ To collaborate with the meeting organizers in terms of the format of the exhibition (full equipment presentation, table top displays, discipline specific workshops, etc).
- ✚ To explore alternative ways in which suppliers can contribute to the quality and attendance of microscopy-oriented meetings.

### **IV. Membership**

IV.1 The ECMA shall be composed of such organizations as it accepts into membership and who are financial in ECMA, being organizations involved in the development and/or distribution of microscopy-related hardware and software products, journals and services.

IV.2 Any member may withdraw from the ECMA, provided that it has fulfilled its obligation towards ECMA up-to-date. An organization which withdraws, or one whose membership is cancelled in accordance with the by-laws loses all rights in connection with the ECMA.

## **V. The ECMA Executive Committee**

V.1 The Officers of the ECMA constituting the Executive Committee are

1. President
2. Vice-President
3. Secretary / Treasurer

The General Assembly of ECMA elects the above Officers. There shall not be more than one of these Officers from any one Corporate Member of ECMA, nor shall any one person hold two offices simultaneously, with the exception of the secretary. Each position is for a four-year term. Any individual can serve a maximum of two consecutive four-year terms.

V.2 The Executive Committee shall carry out the decisions of the ECMA General Assembly.

V.3 During the periods between meetings of the ECMA General Assembly the Executive Committee shall have full power to carry on the business of the ECMA. If necessary it may make *ad interim* arrangements in all matters assigned by the Statutes and By-laws.

V.4 The Executive Committee shall report on its activities to the ECMA General Assembly.

## **VI. The ECMA General Assembly**

VI.1 The ultimate authority of the ECMA resides in the ECMA General Assembly. Each small company, consisting of less than 100 employees, will be represented by one person and each big company, consisting of more than 100 employees, by 2 persons.

VI.2 The Executive Committee is responsible to the ECMA General Assembly and shall participate in its deliberations.

VI.3 The President shall serve as chairman of the ECMA General Assembly, or in his absence the Vice-President or the Secretary/Treasurer shall serve in that order. In the absence of the three above-mentioned members of the Executive Committee, the ECMA General Assembly will elect a chairman.

VI.4 The Secretary/Treasurer will be responsible for generating and maintaining the minutes from the annual meetings. He / she will also be responsible for the budget and annual report of expenditures.

VI.5 A Corporate Member of ECMA shall have either one or two votes in the ECMA General Assembly, depending on its size.

VI.6 No meeting of the ECMA General Assembly shall have the power to make valid decisions unless a quorum of 50% of the total votes possible are represented. Except where otherwise provided the decisions of the ECMA General Assembly are taken by majority of the votes cast. In the event of an equal division of votes, the chairman shall make the final decision.

VI.7 The ECMA General Assembly shall:

1. Take action to the admission to membership.
2. Elect the President, Vice-President and Secretary / Treasurer for terms of 4 years.
3. Receive the reports of the activities of ECMA.
4. Elect two auditors and receive the audited accounts for the year(s) elapsed since the previous meetings of the ECMA General Assembly.
5. Receive the budget for the normal expenditures for the period to the next meeting of the ECMA General Assembly.
6. Determine the general policy and timetable for the period to the next meeting of the ECMA General Assembly.

VI.8 Meeting frequency: meetings will occur on an annual basis and be concurrent with EMS or EMS sponsored meetings. The Executive Board of ECMA will determine the location of the annual meeting. Notifications of meeting times and places will be communicated to all Corporate Members within three months of said meeting.

VI.9 The ECMA General Assembly shall have the power:

1. To amend the Statutes (see X.1).
2. To formulate and amend By-Laws (see X.1).
3. To set committees or other bodies and to determine terms of reference of these.
4. To decide on all other questions falling within the competence of the ECMA.

## **VII. Administration**

VII.1 The work of ECMA shall be conducted by:

1. The ECMA General Assembly;
2. The Executive Committee and any other Committee, which may be set up by it, or the ECMA General Assembly.

VII.2 All contracts and agreements involving the ECMA shall be signed by the Secretary / Treasurer and by the President of ECMA, or in absence of either of the above, the Vice-president shall have signing authority.

VII.3 In all other civil and legal occasions and in dealing with other organizations, the President shall be the official representative of the ECMA. He or she may, in this respect, delegate his/her power to the Vice-President or the Secretary/Treasurer.

## **VIII. Finances**

VIII.1 The Executive Committee shall be responsible to the ECMA General Assembly for all the financial affairs of the ECMA. The Secretary shall act as Treasurer of ECMA.

VIII.2 Each Corporate Member shall pay before the 1<sup>st</sup> of March of each year an annual subscription to ECMA.

VIII.3 The monies of ECMA shall be used firstly to pay the EMS annual dues, as set by EMS, and then as determined by the ECMA General Assembly from time to time. The Executive Board of EMS will use the money as paid by ECMA primarily to further participation of young scientists to international microscopy meetings.

VIII.4 The Executive Committee shall prepare an estimate of the budget for the period between the next meeting of the ECMA General Assembly and that following it.

VIII.5 In the event of dissolution of the EMS, and consequently the ECMA, the ECMA General Assembly shall appoint a special committee for the liquidation of the assets of the ECMA. The net assets shall be given to a charity as determined by the ECMA.

## **IX Duration of the ECMA**

The duration of the ECMA is intrinsically bound to the duration of EMS, according to clause VIII of the Constitution of EMS.

## **X. Amendment and interpretation of the Constitution and By-Laws**

X.1 Amendment of the Constitution and By-Laws requires action at the ECMA General Assembly. At least two-thirds of the votes represented at the General Assembly are required.

The Executive Committee may propose amendments at the ECMA General Assembly or by electronic ballot. Proposed amendments submitted to an electronic ballot shall be accepted if two-thirds of the total number of all Corporate Members accepts. During the General Assembly, any Corporate Member shall have the right to propose amendments. Decisions regarding amendments will be taken within a time period of maximum 2 months.

X.2 The present English text of the Constitution shall be considered the authoritative text for the interpretation. Where disputes arise concerning the interpretation, the matter shall be decided by the ECMA General Assembly or, during the period between meetings of the ECMA General Assembly, by ruling of the President of the ECMA. The President, or its representative, at the next meeting of the ECMA General Assembly, shall report such a ruling.

## **XI. Emergency provisions**

If the normal procedure for holding elections cannot be followed owing to circumstances beyond the control of the ECMA or its Executive Committee, such as war or natural catastrophes, the

committee members shall remain in office and the business of the ECMA shall be carried on by them until such time as a new election can validly take place.

These Statutes have been ratified August 24, 2004 by the General Assembly of the European Corporate Microscopy Assembly.