

# EUROPEAN OPTICAL SOCIETY CONSTITUTION (EOS)

*Adopted May 24<sup>th</sup> 1991 - modified September 17<sup>th</sup> 1992, October 20<sup>th</sup> 2003, June 20<sup>th</sup> 2007, September 27<sup>th</sup> 2011, and June 26<sup>th</sup> 2019.  
(The French version is the official version)*

## ARTICLE 1 - PURPOSE OF THE SOCIETY

1 - The purpose of the Society is to contribute to progress in optics and related sciences, and to promote their applications at the European and international levels, by bringing together individuals and legal entities involved in these disciplines and their applications.

The registered office is at L'Institut d'Optique Graduate School, 2 avenue Augustin Fresnel, 91127 PALAISEAU cedex – France.

The legal form of the Society is an "association sans but lucratif" according to the French law of July 1<sup>st</sup> 1901 and decree of August 16<sup>th</sup> 1901.

2 – The mission of the Society is to bring together and encourage the cooperation of all those with an interest in optics, optoelectronics and related scientific fields, to make practical use of research results, and to support the industrial exploitation of optics. To this end, it organizes international conferences, scientific, technical or cultural meetings, training courses, exhibitions, etc., and maintains relations with other societies or organizations, national or international, having similar interests.

3 - the Society has :

\* a "scientific advisory committee" representing the interests of the national learned societies that are members of the Society (e.g. in the coordination of national and international conferences). The number of representatives per society or per country is to be fixed by the General Assembly after a proposal by the executive committee. Each society appoints one representative to the Advisory Committee. If several societies appoint the same representative, he/she has as many votes as society appointments.

\* an "industrial advisory committee" representing the interests of the industrial or commercial members of the Society.

## **ARTICLE 2 - MEMBERSHIP, FEES**

1 - Anybody interested in optics, opto-electronics, their applications and related activities can apply for membership. Companies, Corporation, Societies or Associations can apply for membership. Their membership is accepted by decision of the executive committee.

2 - The members can be:

ordinary, associate, honorary, students, legal entities: company, organization, institute, laboratory, learned society, etc.

Learned societies have the option to become more integrated into the EOS, by choosing to become Branches of EOS, in which case their members become full Ordinary Members of EOS. Alternatively, they may become Affiliated Societies, in which case their members become Associate Members of EOS. A second or subsequent society applying for membership from a country where a Branch already exists may only join as an Affiliated Society.

3 - Any person devoted to the cause of optics who has given excellent services to the Society or to optics in the wider sense can be named "honorary member" after a decision by the General Assembly. The honorary members have all the rights of ordinary members without the obligations.

4 - The position of member is lost by non-payment of the subscription, by written resignation, or by exclusion which can be decided upon by the General Assembly after hearing the member's explanations, when the member brings the reputation of the Society into question.

5 - The fee to be paid by individual members, legal entities and learned societies is fixed by the General Assembly after a proposal by the executive committee. The fee is to be paid in advance. The financial year is the calendar year.

## **ARTICLE 3 - RESOURCES**

1 - The resources of the society comprise:

- \* the membership fees
- \* subsidies from public organizations whether local, regional, national, European or international
- \* resources created for exceptional reasons
- \* donations, and the revenue from assets and interests of all kinds which belong to it.

2 - Any positive balance of the annual account is to be wholly used for activities corresponding to the goals of the EOS.

## ARTICLE 4 - BOARD OF DIRECTORS, EXECUTIVE COMMITTEE

1 - The Society is administered by a Board of Directors composed of:

- \* elected members
- \* nominated members
- \* ex officio members

There are 11 elective seats, up to 5 nominated seats, and 3 ex officio seats. The Executive Director attends Board meetings in a non-voting capacity. This can be modified by the General Assembly but no modification will become effective before the next year at the earliest.

2 - The eleven elective seats are divided as follows:

- \* 10 members elected by all the members of the Society
- \* 1 seat elected by the Affiliated Societies (i.e. those national learned societies that are not integrated as Branches of EOS).

The nominated seats are divided as follows:

- \* 1 from each of those national learned societies that are Branches of EOS and have at least 500 individual members
- \* 1 or more representing the other national learned societies that are Branches of EOS (one for every 500 combined membership, or part thereof)

The ex officio seats are:

- \* The Past President
- \* The Chair of the Scientific Advisory Committee
- \* The Chair of the Industrial Advisory Committee

3 - Duration of mandates: the mandate normally lasts for four years. Elections by the membership take place every two years, with 5 seats being contested at each election. For consecutive mandates, no more than two are allowed.<sup>(1)</sup> If there is a vacant seat before the normal expiry of the mandate, this is only filled again at the end of the normal mandate of the member concerned.

4 - However in the event that more than a third of the elective seats are vacant simultaneously, they are filled during an extraordinary General Assembly called for this purpose. This meeting decides the duration of the mandates of the members thus elected taking into account the restrictions imposed by the statutes.

5 - Executive Committee: the Executive Committee (Execom) of the Society is elected by and from the Board of Directors. The core of Execom consists of the President, the President Elect, the Past President, the Treasurer and the Secretary of the Board. The President (and hence the President Elect and the Past President) must be chosen from amongst those Board members who have been directly elected by the individual members of the Society (see Article 4, Section 2 and Article 7). The Board may also appoint other Board members to Execom to cover specific responsibilities: examples may include (but are not limited to) the Publications Secretary, the Chair of the Scientific Advisory Committee, and the Chair of the Industrial Advisory Committee. All Execom members have equal status and voting rights. The Executive Director also attends Execom meetings in a non-voting capacity.

<sup>(1)</sup> Following the decision taken by the EOS Board during the Board meeting on 14 March 2024, the unofficial English translation is corrected. Previously used translation "Board members may only be re-elected once." is replaced by "For consecutive mandates, no more than two are allowed.", to better depict the original, official French version of the constitution.

6 - The Scientific Advisory Committee chooses a Chair by a ballot of its members. The Industrial Advisory Committee chooses a Chair by a ballot of its members. Both Chairs become automatically members of the Board of Directors and of the Executive Committee with a mandate of two years. The Board of Directors chooses by a ballot of its members the other members of the Executive Committee, whose mandate is for two years. To avoid any possible conflict of interest, the members of the committee shall not be members of the executive committee of another international learned society.

7 - Should the President Elect have served more than four years on the Board when elected to the post, his mandate will automatically be extended as necessary to allow him to complete his term as President. At the normal end of his mandate, the President becomes by right the Past President for a period of two years. Again, if necessary, his mandate on the Board will automatically be extended to allow him to complete his term as Past President. If a President leaves his functions before the normal end of his mandate, he does not become Past President.

8 - EOS is governed by unpaid persons who by themselves or through intermediaries have no direct interest in the results.

## **ARTICLE 5 - MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors meets at least once a year when called by the President or at the request of a quarter at least of its members. Decisions are taken by a majority vote on condition that at least half the members of the board are present or represented. In the event of equal voting, the President has the casting vote. A member can have only one proxy.

Any member of the executive committee who, without excuse, fails to attend three consecutive meetings, may be considered by the committee to have resigned and be replaced by a member of the Board.

## **ARTICLE 6 - ORDINARY GENERAL ASSEMBLY**

1 - The Ordinary General Assembly comprises all the members of the Society no matter what their title or affiliation. The Ordinary General Assembly is held every year. At least four weeks before the date fixed, the members of the Society are given notice by the President. The agenda is on the notice of the Assembly.

The President, assisted by the members of the Executive Committee, chairs the Assembly and submits the balance sheet to the approval of the Assembly, reports on its management and explains the moral situation of the Society.

2 - Any member can propose a motion to the Assembly, provided this written motion is received at the secretariat at least six weeks before the Assembly to be included in the agenda. During the Assembly only the items on the agenda are dealt with. At the General Assembly each member, whatever his category, has a vote. The collective members nominate a person of their choice to represent them. Individual members prevented from attending the Assembly can be represented by a person of their choice. No-one can hold more than three proxies.

3 - If there is no arrangement to the contrary, the decisions at the General Assembly are made by a simple majority of the members present or represented: if the voting is equal the President

has the casting vote. To modify the statutes a two thirds majority of the members present or represented is needed.

## **ARTICLE 7 - ELECTIONS TO THE BOARD OF DIRECTORS**

1 - The elective seats on the Board are filled by electronic ballot.

2 - Instructions for the ballot, including the names of the candidates are sent to each member of the Society at least three months before the Ordinary General Assembly of the year concerned.

3 - Nominations of candidates for the elective seats should be sent to the President (or his/her nominee) at least six months before the Ordinary General Assembly of the year concerned. The Executive Committee (or their nominee) will inform all members of the procedure and the opening and closing dates for making nominations and the date of the Ordinary General Assembly. Any member can propose candidates. Each candidate must be nominated by at least three members. Candidates for the Board must be voting members of the Society.

4 - All individual members of the Society (full, associate, student and corporate) are eligible to vote.

## **ARTICLE 8 - EXTRAORDINARY GENERAL ASSEMBLY**

If necessary or on the demand of a quarter at least of the inscribed members, the President is to convene an Extraordinary General Assembly following the procedure indicated in Article 6.

## **ARTICLE 9 – HOUSE RULES**

House rules can be made by the Board of Directors which then has them approved at the General Assembly.

This possible set of rules is intended to settle various points not covered by the statutes, particularly those concerning the internal administration of the Society.

## **ARTICLE 10**

A French public servant can be employed by the society with the agreement of the French government.

## **ARTICLE 11 - WINDING UP**

In the event of winding up, pronounced during a General Assembly by at least two thirds of the members present or represented at the meeting, one or more liquidators are named at the meeting and the assets, if any, are transmitted down in accordance with Article 9 of the law dated July 1<sup>st</sup> 1901 and the decree dated August 16<sup>th</sup> 1901.