

## **Draft constitution of *Computability in Europe***

1. **Name.** The name of the Association shall be *Computability in Europe (CiE)*.

2. **Objects.** The object of the Association is to promote the development, particularly in Europe, of computability-related science, ranging over mathematics, computer science, and applications in various natural and engineering sciences such as physics and biology. This object also includes the promotion of the study of philosophy and history of computing as it relates to questions of computability. The Association will:

- Organise the CiE Conference Series (CiE-CS), comprising a yearly CiE conference, held in the second half of June (whenever possible);
- Organise an Annual General Meeting in conjunction with the CiE conference, and hold other meetings as it sees fit;
- Publish such proceedings, journals or other material as it sees fit; and spread results of research and exchange of information through scientific publications;
- Sponsor other conferences;
- Promote and coordinate research and education in computability;
- Communicate relevant information to the community as it sees fit;
- Cooperate with other national or international charitable institutions with similar aims.

3. **Membership.** Membership shall be open to all persons who support the objects of the Association, on completion of a membership application form, and payment of any annual subscription pertaining; provided that persons whose membership has been terminated under rule 13, or who if admitted might, in the opinion of the membership secretary, qualify for termination of membership under rule 13, may only be admitted to membership with the approval of the CiE Board. A list of members shall be compiled annually and shall be available to them.

4. **Subscription.** Subject to the agreement of the Annual General Meeting, any revision in the annual subscription shall be determined by the CiE Board, which may vary the amount for students or for other categories of members. Standard or student registration at an annual CiE conference will include a CiE membership fee. A member shall not have the right to vote in any ballot if he or she has not paid the subscription for the relevant business year of the association, and any member who has not paid the subscription for two consecutive business years shall be deemed to have resigned.

5. **Officers.** The Association shall have a President, a Treasurer, a Membership Secretary, a CiE-CS Steering Committee (CiE-CS SC) Chair, and any other officers which the CiE Board shall decide. The role of the President will be to oversee, on behalf of the CiE Board, the smooth running of the Association, to represent the Association as required by the CiE Board, and to carry out the normal duties of an association secretary; the usual duties of the Treasurer will include the presentation of a financial report for the endorsement of the Annual General Meeting; the Membership Secretary will administer the membership arrangements and records; the role of the CiE-CS SC Chair will entail the forward planning and day-to-day organisation of the CiE-CS, as agreed by the CiE Board.

**6. Committees.** There shall be a CiE Board of eight full members, consisting of the President, the Treasurer, the Membership Secretary, the CiE-CS SC Chair, and four other full members. The research interests of the members of the Board should properly represent the breadth of the Association; and the residency of the members of the Board should properly represent the geographical scope of the membership of the association.

The role of the Board is to implement the policies of CiE, to connect CiE with different directions of research and geographic regions, and to steer the CiE on a day-to-day basis.

Subject to the constitution and to any resolutions passed by the membership under rule 12 below, the Board shall be responsible for running the Association, for directing the use of its funds in accord with the objects of the Association, for determining the annual subscription, and for making decisions on behalf of the Association.

It may appoint sub-committees, and co-opt members to the Board who shall not normally have the right to vote.

The quorum for decisions of the Board shall be one-half of the full members. In the case of a tied vote in the Board, the President may exercise a casting vote.

The Board shall set up a CiE Conference Series Steering Committee (CiE-CS SC), consisting of the CiE-CS SC Chair, the President, the Treasurer, and five other full members to be appointed by the Board.

The role of the CiE-CS SC is to decide, in consultation with the Board, on the location and character of the CiE conference, and to appoint for each conference a Programme Committee and local organisers. The CiE-CSC will be in contact with the local organisers and supervise the preparation for and organisation of the CiE conference.

The responsibilities of the CiE-CS SC will be decided by the CiE Board, and the procedures of the CiE-CS SC will be decided by the CiE-CS SC Chair.

**7. Elections.** The President, Membership Secretary, Treasurer, CiE-CS SC Chair and other full members of the Board shall be elected at the CiE Annual Conference by secret ballot, which may be electronic. The procedure for nomination and voting shall be as follows.

(i) The Board, or any ten members, may nominate any member or members for any vacancies for which an election is to be held. The Board may require the consent of any nominee in writing. The Board may delegate its right of nomination to elective offices to a Nominating Committee appointed by the Board.

(ii) Before any election, the Board shall set a final date for nominations (normally four weeks before the start of the CiE Conference), giving at least three weeks' notice of that date to the members.

(iii) All members must be informed of the valid nominations for election, and of the procedure for the casting of proxy votes by members unable to attend the Annual Conference, at least three weeks before the meeting at which the election will take place. In the election, the candidates are ranked by the number of votes received. The Board shall communicate to members the results of the election.

(iv) Full members of the Board, including the elected officers, shall be elected for a term not exceeding four years, terms of office to commence immediately following the announcement of the results of the election. If the place of any full member of the Board shall fall vacant before his or her term of election has expired, an election shall be held at the next CiE Conference to fill the remainder of the term only. Pending this election, the Board may appoint a temporary replacement, who will be eligible for nomination to the position in the ensuing election.

(v) There will normally be two members of the Board elected each year, including one officer, and one other elected member.

**8. Representatives.** The Board may appoint representatives of the Association to any other appropriate body.

**9. Report.** The Board shall circulate an annual report and a treasurer's report to the members.

**10. General Meetings.** The Board will hold an Annual General Meeting of members at the CiE conference. The agenda of the Annual General Meeting will be decided by the Board. Proposals for the agenda may be made by any member of CiE and must be sent to the President at least 20 days before the Annual General Meeting. A report of the general meeting will be circulated to all members after the meeting by the Board.

An Extraordinary General Meeting takes place after a decision of the Board, or after a written request of one fifth of the members, who have to indicate precisely the agenda or the subjects they propose to discuss.

Votes at General Meetings are carried by a simple majority of members present. The General Meeting is presided over by a chair appointed for the purpose by the Board.

**11. Recall.**

(i) Any officer, Board member, or member appointed by the Board in any capacity, may be removed from that office or appointment by a recall motion approved by two-thirds of the members voting. Such a recall shall be held if the Board decides, or within 60 days of the receipt by the President of a request signed by ten members of the Association. The vote shall be by electronic ballot of the members, giving at least two weeks' notice of the date by which ballots must be returned.

(ii) A member appointed to any position by the Board may be removed from the position by a vote of not less than five full members of the Board.

**12. Changes and Membership Decisions.** Resolutions binding on the Association and the Board, including constitutional amendments, may only be made by electronic ballot of the members and shall require a two-thirds majority of those voting. At least two weeks shall be allowed for the return of ballots.

Any resolution supported by the signatures of ten members must be put to the members within 60 days; providing that no resolution may be put which would cause the Association to cease to be a charity-at-law.

13. **Expulsion.** The Board shall terminate the membership of any person who, in its opinion, is opposing or hindering the objects or working of the Association; provided that such a person shall have the right to put their case to the Board before such a decision is taken, except when the member's subscription is in arrears. Such a person shall only be re-admitted to membership with the approval of the Board.

14. **Notice to Members.** In determining the period of notice which has been given to members by the Board on any matter, the date on which the communication was electronically posted to the members shall be used.

15. **Liability.** CiE accepts no liability for any activity carried out partly or wholly on its behalf.

16. **Dissolution and modification of the constitution.** The winding-up of CiE or modifications of the present constitution are decided in a two-step process. The matter is discussed at a General Meeting. If a two-thirds majority of the General Meeting is in favor, the matter is resolved by a vote of the membership. The voting is organized electronically. The voting period starts no more than two months after the General Meeting and lasts for 30 days. Each member has a single vote. He/she may vote ACCEPT or REJECT (or not cast a vote at all). Acceptance requires a two-thirds majority of the votes cast.

If CiE shall decide to disband, any remaining assets shall be applied towards charitable purposes of a like nature.