



Edition 2007

Incorporating amendments authorised by the ESF Assembly, 2006

# Contents

Article I <b>Name, Status and Domicile</b>	3
Article II <b>Aim and Objectives of the Foundation</b>	4
Article III <b>Membership</b>	5
Article IV <b>The Assembly</b>	8
Article V <b>The Governing Council</b>	11
Article VI <b>The President and the Vice-Presidents</b>	14
Article VII <b>The Finance and Audit Committee</b>	15
Article VIII <b>The Chief Executive and the Office of the Foundation</b>	16
Article IX <b>Scientific Standing Committees and other Committees</b>	17
Article X <b>Finance</b>	18
Article XI <b>Amendment to the Statute</b>	20
Article XII <b>Dissolution</b>	21
Article XIII <b>Resolution of Disputes</b>	22



## Article I

### **Name, Status and Domicile**

---

- 1** The European Science Foundation, hereinafter called “the Foundation” or “ESF”, is an association of organisations devoted to the promotion of European science. It is an international non-governmental non-profit association of organisations subject to articles 21 to 79 of the local Civil Code, maintained valid through the law introducing French civil legislation of June 1, 1924.
- 2** Its scope includes the humanities, jurisprudence, social sciences, economics, natural, medical and technical sciences.
- 3** The seat of the European Science Foundation is in Strasbourg (France), 1, quai Lezay-Marnésia. It is registered on the “Registre des Associations du Tribunal d’Instance de Strasbourg” (Volume XXXV, n°7).

## Article II

### **Aim and Objectives of the Foundation**

---

- 1** The aim of the Foundation is to provide a common platform for its Member Organisations in order to:
  - a) advance European research and
  - b) explore new directions for research at the European level.
  
- 2** This aim will be pursued through the following principal actions and other appropriate means:
  - a) to advance cooperation in research;
  - b) to examine research issues of strategic importance;
  - c) to give advice on science policy matters;
  - d) to promote mobility of research workers;
  - e) to assist the free flow of information and ideas;
  - f) to facilitate cooperation in the use of existing research infrastructures and in the planning and provision of new research infrastructures;
  - g) to plan, launch and, where appropriate, manage collaborative research activities;
  - h) to make grants for the support of concerted actions and collaborative schemes;
  - i) to promote the rights and collective interests of its Member Organisations in relation to public authorities and public and private enterprises;
  - j) to conduct activities for the benefit of the European scientific community and European society at large.
  
- 3** The resources of the Foundation shall be used solely to achieve the aims and objectives set out in this article.
  
- 4** Where it will help the Foundation to achieve its aims and objectives it may develop relationships with other organisations concerned with scientific research, both within Europe and elsewhere, and, when appropriate, become a member of or launch cooperative activities with such organisations.
  
- 5** All the activities of the Foundation shall be politically neutral and shall be guided by the following values: pan-European in scope, combined with excellence; openness; responsiveness; ethical awareness and human values.

## Article III

# Membership

---

### Eligibility

- 1 Any research organisation, operating nation-wide or at the European level, which has its seat in a country which is a full member of the Council of Europe and which substantially supports, by financial or other means, and/or conducts research at the forefront of knowledge in the research areas set out in Article I, with a significant proportion of its funds provided by government, is eligible for Membership.

### Independence

- 2 Organisations seeking membership of the Foundation must demonstrate their independence in scientific decisions and assessment and evaluation processes, using scientific peer review.

### National Groups

- 3 In the case where there is more than one Member Organisation in any country, the Member Organisations will form an ESF National Group to coordinate ESF issues between them, to provide a focus for consultation by ESF and to be responsible for nominations for ESF governance. Such a National Group should be chaired by its Governing Council member.

### Applications

- 4.1 Any organisation which wishes to seek Membership of the Foundation shall, after the necessary consultations, submit a formal application to the Chief Executive who shall arrange to inform all Member Organisations of the Foundation of any such application at least three months before it is to be considered by the Assembly. Any application must be supported by at least three existing Member Organisations, each of which belongs to a different country. See also 4.2 below.
- 4.2 In the case where an applicant organisation comes from a country in which there exist(s) a Member Organisation or Organisations, the following will apply:
  - a) if there is one existing Member Organisation in that country, then the three supporting statements must include a supporting statement from this existing Member Organisation;
  - b) if there are two existing Member Organisations in that country, then the three supporting statements must include a supporting statement from at least one of the existing Member Organisations;
  - c) if there are more than two existing Member Organisations in that country, then there must be supporting statements from at least a majority of those existing Member Organisations plus at least two supporting statements from existing Member Organisations in other countries.

- 4.3 The Chief Executive on behalf of the Governing Council will seek information on the significance of the role of the applicant organisation in its country's research system and the added value and benefit to the Foundation resulting from this increased membership.
- 5 The Governing Council shall advise the Assembly on any application. A two-thirds majority of the votes cast by members present or represented by proxy at the Assembly shall be required for the election of a new Member Organisation.

### **Withdrawal of Membership**

- 6 Membership of the Foundation may be withdrawn if, in the opinion of the Assembly, a Member Organisation no longer fulfils the criteria for membership, and/or fails to meet its financial or other obligations to the Foundation under the Statute, and/or acts contrary to the aims, objectives or values of the Foundation.
- 7 The Governing Council shall advise the Assembly on any proposal to withdraw Membership. A two-thirds majority of the votes cast by members present or represented by proxy at the Assembly shall be required for the withdrawal of Membership.

### **Resignation of Membership**

- 8 A Member Organisation may, after three years of membership, withdraw from the Foundation at the end of the financial year immediately following that in which it gives written notice of withdrawal. Any Member Organisation withdrawing shall indemnify the Foundation against costs arising directly from its withdrawal.

### **Observer Status**

- 9.1 Research organisations from countries within or outside the Council of Europe, or international organisations, may seek observer status in the Foundation. This entitles the organisation to a non-voting observer seat on ESF Scientific Standing Committees and at the Assembly. Observer organisations may be asked to make financial contributions to the ESF General Budget and may join and make financial contributions to ESF's *à la carte* activities.
- 9.2 Observer status will be established by means of an exchange of letters with the ESF Chief Executive, and should be in most circumstances reciprocal. Observer status may be withdrawn by either side in writing at any time and without prior notice.
- 9.3 For particular activities, the Foundation may deem it desirable to have the involvement of other public bodies, trusts and foundations. Such organisations are able to make contributions to the activity.



**Obligation of Member Organisations and Observers to provide information**

**10.1** Each Member Organisation should, in accordance with arrangements agreed by the Assembly, provide information about its activities on request.

**10.2** Each organisation having observer status should also provide information about its activities on request.

## Article IV

### The Assembly

---

- 1.1 The Assembly is the principal institution of the Foundation. It is composed of representatives appointed by each Member Organisation of the Foundation, meeting with the President of the Foundation in the Chair. In his/her absence, one of two Vice-Presidents (in accordance with Article VI.7), or in their absence a Chairperson elected by the meeting will preside.
- 1.2 A Member Organisation of the Foundation may appoint one representative to the Assembly, being the Head of the Organisation or a designated representative.
- 1.3 The Assembly shall be convened in general meeting at least once a year, on written notice of at least two months. Special meetings shall be called by the Chief Executive, on written notice of at least 10 working days:
  - a) on the instruction of either the President or the Governing Council; or
  - b) at the request of one third of the Member Organisations of the Foundation specifying the reason for such a request.The format, preparation and operation of the Assembly are described in the Rules of Procedure of the Foundation.
- 1.4 The President, the Vice-Presidents and the Chief Executive shall attend the meetings of the Assembly.
- 1.5 Two conditions shall be required to form a quorum:
  - the representatives present must have, directly or by proxy (see Article IV.3.4), at least two thirds of the votes;
  - representatives from at least two thirds of the National Groups of Member Organisations must be present. For the purpose of this provision, a National Group is considered to be represented when a representative of one of the Member Organisations of that National Group is present;
- 1.6 The European Commission, the European Federation of National Academies of Sciences and Humanities (ALLEA), the European University Association (EUA) and COST may send an observer to the Assembly, normally the Head of the Organisation or a designated representative;
- 1.7 The Chief Executive may invite international organisations and other appropriate non-member organisations with which ESF shares common objectives or has partnership arrangements to send observers to the meetings of the Assembly.

#### **2 The Responsibilities of the Assembly**

The Assembly shall determine the general policy and procedures of the Foundation and in particular:

- 2.1 elects, or dismisses, on the proposal and advice of the Governing Council, in accordance with Article VI.1, the President and the Vice-Presidents of the Foundation for a term of three years, with the possibility of one renewal;
- 2.2 appoints or dismisses the Chief Executive on the proposal of the Governing Council in accordance with Article VIII.1;

- 2.3** approves the annual reports of the Governing Council (see Article V.8.9) and the reports of any committees of the Foundation (see Article IX.1.4); and approves the annual report of the Chief Executive;
- 2.4** ratifies the budget and accounts of the Foundation on the advice of the Governing Council;
- 2.5** approves the general working arrangements of the Foundation, including the Rules of Procedure of the Foundation for the Assembly and the Governing Council;
- 2.6** admits new Member Organisations and terminates the membership of any Member Organisation which does not fulfil its obligations in accordance with Article III;
- 2.7** approves and amends the Statute in accordance with Article XI;
- 2.8** determines the dissolution of the Foundation in accordance with Article XII.

### **3 Voting Rules**

- 3.1** Only Member Organisations of the Foundation shall have votes in the Assembly. Each Member Organisation of the Foundation shall have in the Assembly the number of votes determined in accordance with Article IV.3.3.
- 3.2** Unless the Statute specifies otherwise (Articles III.5, III.7, IV.4, XI.3 and XII), the passing of any resolution shall require a majority of the votes cast by members present or represented by proxy. For the purpose of this provision, blank and spoilt votes shall not be considered as votes cast.
- 3.3** Each Member Organisation will have one vote, except in the case of voting on the matters covered by Article IV.2.4 when votes will be allocated to National Groups on the basis of percentage contributions to the General Budget in the current year, rounded to the nearest whole number from a total number of votes equivalent to the number of National Groups multiplied by 10. National Groups will be responsible for deciding the division of these votes amongst their Member Organisations.
- 3.4** The votes of a Member Organisation in the Assembly may be cast by its representative personally present, or by any other person attending the Assembly who has been authorised, in a written notice to the Chief Executive, to cast the votes, or by a designated representative of the National Group.
- 3.5** According to Article 34 of the Local Civil Code, a Member Organisation is not permitted to vote on resolutions or decisions related to legal acts or actions concerning itself.
- 3.6** The present Statutes do not depart from Article 32 of the Local Civil Code which provides for the validity of resolutions or decisions taken outside the Assembly if all the members give their written consent to this resolution.
- 3.7** The deliberations for the Assembly must be recorded in minutes which are maintained and presented in a special register. Such a register must be signed and authenticated by the President.

#### **4 Delegation of Responsibilities**

By a majority of two thirds of the votes cast, the Assembly may delegate to the Governing Council its power to make decisions on other subjects not expressly reserved to the Assembly under Articles IV.2.1 to IV.2.8. Such delegation shall be for a limited period of not more than five years and shall be renewable under the same conditions for further periods of time.

Notwithstanding the actual lapse of time since the original act of delegation, the Assembly shall be entitled to withdraw the delegation at any time by a simple majority of the votes cast.

Notwithstanding the limits of delegation outlined above, the Assembly may delegate to the Governing Council powers of approval for the appointment in exceptional circumstances of a Chief Executive. The Governing Council, on the proposal of the President, will decide when circumstances are exceptional and will report to the following meeting of the Assembly on any use of these powers.

## Article V

### The Governing Council

---

- 1** The Governing Council shall be collectively responsible to the Assembly for setting, approving and monitoring the overall strategic direction of the Foundation in accordance with the Founding Agreement, the Statute, and any other guidance from the Assembly. The Council shall constantly seek to ensure close consultation with Member Organisations which shall be kept informed of all activities and projects of the Foundation.
- 2** The Governing Council shall consist of (I) the President of the Foundation, (II) two Vice-Presidents, and (III) such a number of members as allows each National Group of Member Organisations to occupy one seat. Such members will be appointed by National Groups of Member Organisations and will be the Heads of organisations within the ESF membership. The President is a non-voting member and shall not fill a seat for any National Group of Member Organisations. All members of the Governing Council may serve for a period of three years, extendable for further periods with the agreement of the respective National Group, as long as they remain Head of a Member Organisation. Notwithstanding their periods of appointment to the Council, members ceasing to hold their national position as Head of a Member Organisation (or equivalent) should automatically be replaced at the Council by their National Group making a fresh nomination of equivalent standing. No members shall receive any payment from the Foundation in consideration of their functions on the Governing Council. This provision does not apply to the President of the ESF who may receive a remuneration in consideration of his functions under the terms and conditions of the applicable laws and regulations.
- 3** In the case of absence of a member, the respective National Group may exceptionally nominate an alternate of similar status. In the case of persistent absence, the President will request the National Group to provide a new membership nomination.
- 4** The President of the Foundation, or in his/her absence one of the Vice-Presidents, shall chair the Governing Council. In their absence, the Governing Council will elect a Chair from within its membership.
- 5** The Chief Executive shall attend the meetings of the Governing Council and keep the minutes of its decisions. The Chief Executive does not have a vote.
- 6** The President may invite organisations to nominate observers to attend the Governing Council. The European Commission, the European Federation of National Academies of Sciences and Humanities (ALLEA) and the European University Association (EUA) may send an observer to attend the Governing Council.

- 7 The Chief Executive may expressly invite one or more of the Chairs of the ESF Scientific Standing Committees, to attend, in an advisory capacity, a forthcoming meeting of the Governing Council, if, in the opinion of the President, the agenda to be discussed at that meeting requires their advice. If any of the invited Chairs is unable to attend, he/she shall nominate a suitable substitute from amongst the members of the Committee concerned.

## **8 The Responsibilities of the Governing Council**

Without prejudice to its general supervisory responsibility as set out in Article V.1, the Governing Council:

- 8.1 shall oversee and receive reports from the Chief Executive on the implementation of the directions of the Governing Council;
- 8.2 shall establish Scientific Standing Committees and other Committees as appropriate;
- 8.3 shall examine issues of strategic importance to the Foundation and prepare recommendations and guidelines as necessary, taking account of advice from the Chief Executive, the Scientific Standing Committees and other appropriate ESF committees;
- 8.4 shall decide on key science policy issues and on the choice of topics for key ESF instruments;
- 8.5 shall be responsible for overseeing all matters including coordination and relationships with the European Union and its institutions, taking into account the stated views and policies of Member Organisations;
- 8.6 shall consider, approve and amend, if necessary, the budget of the Foundation on the advice of the Finance and Audit Committee and recommend its ratification to the Assembly;
- 8.7 shall consider and approve the audited annual accounts of the Foundation on the advice of the Finance and Audit Committee and recommend their ratification to the Assembly;
- 8.8 shall appoint the auditors;
- 8.9 shall report to the Assembly each year;
- 8.10 shall ensure communication with the Member Organisations of the Foundation especially making its agendas and papers available in advance and by sending them minutes of the decisions of the Council;
- 8.11 shall recommend to the Assembly the adoption and amendment of the Statute of the Foundation and the Rules of Procedure of the Assembly and Governing Council;
- 8.12 shall approve the Rules of Procedure and Terms of Reference for the Finance and Audit Committee, the Membership Committee, the Standing Committees and any other non-ad hoc Committees, Boards or other bodies which may be established;
- 8.13 shall initiate regular reviews of key aspects of the operation of the ESF Office;
- 8.14 shall advise the Assembly on the election or dismissal of the President and the Vice-Presidents taking into account accepted ESF practice on Equal Opportunities;

- 8.15** shall advise the Assembly on the appointment or dismissal of the Chief Executive;
  - 8.16** the Governing Council, on the advice of the Chief Executive, shall approve the appointment of Scientific Standing Committee Chairs;
  - 8.17** voting at the Governing Council will be by a simple majority of the voting members present except for the approval of the annual budget and accounts when the Assembly voting rules, as described at Article IV.3.3, will apply, with a quorum being one third of voting members;
  - 8.18** shall establish a Membership Committee which shall advise the Governing Council on matters of membership of the Foundation and on policy with respect to Observers and partnerships with other organisations;
  - 8.19** shall establish a Steering Committee as defined under Article VI.5;.
  - 8.20** the Governing Council may appoint ad hoc groups as appropriate in pursuance of its statutory functions.
- 9** The Governing Council will operate as defined in its Rules of Procedure, as agreed by the Assembly.

## Article VI

### The President and the Vice-Presidents

---

- 1 The President and the two Vice-Presidents shall be elected by the Assembly, on the proposal of the Governing Council, for a period of three years. The President and the Vice-Presidents shall be eligible for re-election once only. The Vice-Presidents will be elected from amongst the members of the Governing Council.
- 2 The President and Chief Executive shall be the legal representatives of the Foundation. Their respective authorities and powers of delegation, including to staff of the Foundation, are defined by the statutes and by rules and procedures approved by the Governing Council.
- 3 The President shall chair the Assembly and the Governing Council. He/she may delegate these functions, especially to one of the Vice-Presidents.
- 4 The President may give instructions to call a special meeting of the Assembly.
- 5 The President, Vice-Presidents, two other members of the Governing Council, nominated by the Governing Council, the Chief Executive and his senior management staff (Article VIII.5) will form a Steering Committee of the Governing Council to develop and prepare the business of the Governing Council and Assembly. This group may take actions and decisions on behalf of the Governing Council if expressly authorised to do so.
- 6 The President, the Chief Executive, and the Vice-Presidents may, after agreement between them, officially represent the Foundation on any matter relating to external bodies and the public.
- 7 The Vice-Presidents (in order of length of service) may, in the absence of the President, undertake the duties of the President.



## Article VII

### The Finance and Audit Committee

---

- 1** The Finance and Audit Committee is an advisory Committee of the Governing Council. Its responsibilities are to
  - a) advise the Governing Council and the Chief Executive on matters relating to the management and preparation of the budget of the ESF, its expenditure and accounts, and its future financial planning;
  - b) provide the Governing Council with advice on the accounts and budget which the Council is required to approve annually;
  - c) provide the Governing Council with advice on the recommendations which the Council is required to make to the Assembly;
  - d) provide advice if requested on other matters relating to the administration of the ESF;
  - e) recommend to the Governing Council the appointment of auditors.
  
- 2** The Committee also has an Audit function involving internal and external audit, the receipt of audit reports and assistance with the ESF management response to audit recommendations. Internal and external auditors will report directly and in person to the Committee after having addressed their reports to the Chief Executive.
  
- 3** The Committee will be chaired by a member of the Governing Council, and its membership will be drawn from suitably qualified staff of ESF Member Organisations. One seat each will be allocated to nominations by the National Groups of Countries contributing over 10% of the General Budget, and the remaining five seats will be filled on rotation by groups of countries established in the Financial Rules of ESF.
  
- 4** The Committee will operate as described in its Rules of Procedure, as agreed by the Governing Council, and the Financial Rules of the Foundation.

## Article VIII

### **The Chief Executive and the Office of the Foundation**

---

- 1 The Office of the Foundation shall be directed by the Chief Executive who shall be appointed by the Assembly on the proposal of the Governing Council, normally for a period of five years. He/she may be dismissed by the same procedure (see Articles IV.2.2 and V.8.15).
- 2 The Chief Executive shall be responsible to the Governing Council for the efficient administration of the Foundation and its finances and the management of the staff, for ensuring the execution of the decisions of the Assembly and the Governing Council. The Chief Executive will be responsible for keeping the records of the Assembly and the minutes of the decisions of the Governing Council, the Finance and Audit Committee and Standing Committees. In accordance with its Financial Rules of Procedure, the Chief Executive may sign contracts and other legal documents on behalf of the Foundation, and may delegate elements of his responsibilities and powers of authority to members of staff of the Foundation.
- 3 The responsibilities of the Chief Executive and the staff in regard to the Foundation shall be exclusively international in character. In the discharge of their duties they shall not seek or receive instructions from any Member Organisations or from any authority external to the Foundation. Each Member Organisation shall respect the international character of the activities of the Foundation and of the responsibilities of the Chief Executive and the staff. Appointments to the ESF Office shall be made on an equal opportunities basis in accordance with ESF Staff regulations.
- 4 The Chief Executive shall receive the applications for membership of non-member organisations, in accordance with Article III and refer these to the Governing Council and the Executive Board for consideration.
- 5 The Chief Executive will be assisted in his/her managerial function by a small group of senior management staff (including the Directors of Administration and Finance and Science and Strategy).
- 6 The Chief Executive may establish advisory groups.

## Article IX

# Scientific Standing Committees and other Committees

---

### 1 Scientific Standing Committees

- 1.1** The Assembly, acting on the recommendation of the Governing Council, should establish a comprehensive system of Scientific Standing Committees to cover all essential areas of science, under the scope of the Foundation (Article I.2).
- a) to examine and report on issues of strategic scientific importance within their fields of competence;
  - b) to propose programmes or projects for adoption as activities of the Foundation; and
  - c) to organise joint activities or carry out other tasks entrusted to them by the Assembly, the Governing Council or the Chief Executive.
- The operation of Scientific Standing Committees is set out under the Rules of Procedure of the Foundation as approved by the Governing Council.
- 1.2** The Governing Council, on the recommendation of the Chief Executive, shall appoint the Chair of each Scientific Standing Committee. It shall review the terms of reference, composition and activities of each Scientific Standing Committee at least every five years.
- 1.3** Members of Scientific Standing Committees are required regularly to consult and inform their National Group of Member Organisations about the activities of the Scientific Standing Committee, while maintaining the independence of their scientific judgment.
- 1.4** The Scientific Standing Committees should report to the Governing Council and the Assembly.

### 2 Other Committees

- 2.1** The Governing Council may establish Advisory Boards, Expert Committees, Strategic Boards, and ad hoc groups in general or specialist areas of scientific and science policy actions. Such bodies are expected to maintain a close working relationship with the appropriate Scientific Standing Committees.
- 2.2** The five-year review referred to in Article IX.1.2 shall also apply to such bodies, including the consideration of whether the continuation of that body is necessary and, if so, the duration of such continuation.
- 2.3** These other Committees may be supported through the General Budget or through additional activity financing.

## Article X

### Finance

---

- 1 The Financial Rules of the Foundation are approved by the Governing Council.
- 2 The Annual accounts will be provided to the Governing Council within six months of the closing of the financial year. The Accounts will subsequently be presented to the Assembly of the same year. The main principles used for presentation of the Accounts are defined with the Foundation's Financial Rules. Accounts will be in a form acceptable under the rules concerning the annual accounts of not-for-profit organisations and foundations.
- 3 The Financial Year of the Foundation will be the twelve months from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

### Activities, Budgets and Financial Contributions

- 4 There shall be two categories of Activity for the Foundation:
  - a) a "Basic Activity" is one which is financed from the General Budget of the Foundation to which all Member Organisations contribute, and possibly from additional external income, and
  - b) an "Additional Activity" is a scientific programme or other project which is financed from a separate budget whose income may have contributions of a varied nature (voluntary contributions of some or all Member Organisations, external grants, gifts, contracted income, fees or special contributions from the General Budget)

The Financial Obligations of Member Organisations are indicated below. In addition to contributing to the General Budget of the Foundation, Member Organisations are strongly encouraged to contribute in a similar proportion to the Foundation's Additional (*à la carte*) Activities.

All Member Organisations of the Foundation shall contribute to the General Budget of the Foundation. The contribution of each national group of Member Organisations shall be in accordance with a scale which shall be updated at least every three years. The division between the Member Organisations of any National Group of their total contribution shall be decided by them and notified to the Chief Executive. Contributions shall be payable in Euros. See also Article III.6.

The Member Organisations of the Foundation participating in an Additional Activity shall themselves bear its whole net cost shared between the participating organisations in proportions agreed between themselves and the Chief Executive. Contributions shall be payable in Euros.

### **Receipt of gifts and contributions from outside the Foundation**

- 5** Before the Chief Executive is able to accept, for ESF, any gift or contribution from individuals or organisations outside the Foundation, whether for the General Budget or for a Special Budget for an Additional Activity, he/she shall obtain the express consent of the President.

## Article XI

### **Amendment to the Statute**

---

- 1** Amendments to the Statute may be proposed by the Governing Council and must be notified to the Member Organisations at least six weeks before discussion in the Assembly.
  
- 2** Amendments may also be proposed by any Member Organisation of the Foundation after three years of membership, by giving the Chief Executive written notice thereof. In this case, it will need to be seconded by another Member Organisation from a different National Group. The Chief Executive shall inform all Member Organisations of any amendment so notified at least three months before it is to be discussed by the Assembly. The Governing Council shall advise the Assembly on any amendment proposed by a Member Organisation.
  
- 3** A majority of two thirds of the votes cast by members presented or represented by proxy shall be required for the adoption of an amendment to the Statute by the Assembly.

## Article XII

### **Dissolution**

---

- 1 The Foundation may be dissolved at any time by a resolution passed at a special meeting of the Assembly by a two-thirds majority of the votes cast by the members present or represented by proxy, representing at least two thirds of the Member Organisations.
- 2 If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall be paid to one or more organisations with similar purposes.

## Article XIII

### **Resolution of Disputes**

---

All disputes shall be resolved through a Conciliation Panel, which will consist of one representative from each party to the dispute, who will agree on the appointment of an independent Panel Chair. The findings of the Conciliation Panel shall be binding on the parties. All disputes will be subject to resolution under French law.





## **This is the European Science Foundation**

The European Science Foundation (ESF) was established in 1974 to create a common European platform for cross-border cooperation in all aspects of scientific research.

With its emphasis on a multidisciplinary and pan-European approach, the Foundation provides the leadership necessary to open new frontiers in European science.

Its activities include providing science policy advice (Science Strategy); stimulating co-operation between researchers and organisations to explore new directions (Science Synergy); and the administration of externally funded programmes (Science Management). These take place in the following areas: Physical and engineering sciences; Medical sciences; Life, earth and environmental sciences; Humanities; Social sciences; Polar; Marine; Space; Radio astronomy frequencies; Nuclear physics.

Headquartered in Strasbourg with offices in Brussels, the ESF's membership comprises 75 national funding agencies, research performing agencies and academies from 30 European countries.

The Foundation's independence allows the ESF to objectively represent the priorities of all these members.



