

## E-SWAN STATUTES

The European Space Weather and Space Climate Association (E-SWAN) is established after a large collaborative initiative called “Quo Vadis European Space Weather”, that gathered hundreds of Space Weather and Space Climate participants throughout the world and whose main goals and aspects are described in a peer-reviewed white paper by Lilensten *et al.*, 2021 (doi: 10.1051/swsc/2021009).

### **Articles**

#### **Article 1: Name and term**

The International Non-Profit Association is referred to as: **European Space Weather and Space Climate Association**, abbreviated **E-SWAN** (hereinafter “The Association”). It is incorporated for an indefinite term.

The Association is subject to the Companies and Associations Code, and in particular the provisions contained in Book X of the Companies and Associations.

#### **Article 2: Place of registration**

The registered office of the Association is in Brussels Region, Belgium. The registered office of the Association may be transferred to any other place in Belgium by decision of the Executive Board (hereinafter “EB”), subject to the application of the laws on the use of languages. Any transfer of the Region requires a modification of the statutes. A change of the registered office must be published in the Annexes of the Moniteur belge (The Belgian Official Gazette).

#### **Article 3: Purpose and activities**

(1) The purpose of the Association is to unite, sustain, and develop Space Weather and Space Climate (hereinafter “SWSC”) activities in Europe.

(2) The Association operates on a non-profit basis and does not pursue economic goals. The Association can have economic activities, can make transactions and have profit, however, any profit made will be reinvested in the Association’s activities. It solely and directly pursues non-profit purposes.

(3) The purpose of this Association is furthered, in particular, by the following activities:

- a. organisation or co-organisation of conferences and/or other SWSC topical events in Europe;
- b. complementary distribution of media for dissemination of scientific knowledge;
- c. support for early career scientists working in Europe by providing advice and fostering communication;
- d. promotion of education and advanced training through continuing education opportunities within Europe;
- e. maintaining and enhancing international cooperation (globally);
- f. honouring and promoting outstanding scientific achievements and scientists by conferring awards and medals;
- g. outreach to promote SWSC (with a focus on Europe);
- h. fostering the creation of networks of scientists, engineers, stakeholders, and end-users in order for them to organise joint activities mainly in Europe;

- i. raising awareness and providing support to all activity sectors possibly affected by space weather and/or space climate focussing within Europe;
- j. supporting editorial/publication activities related to SWSC (e.g. journal, press releases);
- k. lobbying and influencing the agenda and work programmes of national and international organisations and decision makers in favour of SWSC with a focus on Europe;
- l. collaborating with other similar international organisations; and
- m. aiming to represent the European SWSC community in other communities and other areas of the world.

(4) The Association supports Open Data, Open Science, and free access to these.

(5) The Association will strive to undertake all of its activities to be compatible with the principles of a sustainable society.

#### **Article 4: Membership**

(1) Any natural person with an interest and/or competence in Space Weather and/or Space Climate can become a member of the Association, regardless of their national origin or residence. All members are welcome to participate actively on the Association's initiatives, discussions, voting, and suchlike as set out in these statutes and in the associated bylaws.

(2) Only members whose affiliation is based in one of the countries of the geographical Europe are eligible to be nominated and subsequently elected on to the Executive Board of the Association. All other roles/categories are open to all members and all members have voting rights.

(3) All member roles, including those elected to the EB, come with the proviso that by being elected into such a role a conflict of interest shall not be caused by their job/activity/position or organisation/employer.

(4) People interested to become members will electronically submit their first name, last name, electronic contact details, affiliation (or self-representation), country of their affiliation (or in the case of self-representation, their country of residence), and a short description of their Space Weather and/or Space Climate related activities. The EB reserves the right to review (and reject) any application in cases of conflict of interest and/or non-compliance with the Association's core interests/activities as defined in point (1).

(5) The membership fees are advertised on the Association's web pages including any discount/waivers applicable.

#### **(6) Termination of affiliation**

##### **a. Affiliation ends**

- By the resignation of the member;
- By the death of the member;
- By the revocation of the member; and
- By dissolution of the Association.

b. A member may at any time submit a written resignation to the Executive Board, after settling its debts to the Association; the resignation will be effective one (1) month after receipt of the resignation request.

c. Any member who has not paid their (annual) membership fee will be deemed to have resigned.

d. The revocation of a member may only be voted by the General Assembly and on the proposal of the Executive Board. The member concerned shall not participate in the vote. The Executive Board may propose a revocation if a member no longer fulfils its obligations to the Association, or acts against the interest of the Association or if a majority of the General Assembly requests revocation for a serious reason; first the member concerned must be informed and heard by the Executive Board.

- e. The resigning or revoked member and his or her heirs or the legal heirs of a deceased member shall not be entitled to claim any property of the Association, nor the repayment of amounts or contributions previously paid to the Association.

#### **Article 5: Principal organs**

The principal organs of the Association are the General Assembly and the Executive Board.

#### **Article 6: The General Assembly (GA)**

The General Assembly is formed by all the members of the Association.

(1) The ordinary General Assembly meeting takes place once every calendar year, preferentially during the European Space Weather Week (ESWW).

(2) An extraordinary General Assembly meeting shall be convened by the EB or if a written request with proven support of at least 5% of the members is sent to the EB clearly setting out the reasons and purpose of such a meeting. The extraordinary General Assembly meeting will take place at most three months after the day the written request was received by the EB.

(3) The ordinary and extraordinary General Assembly meetings will be led by the Bureau of the Assembly composed of a President and, if necessary, of a Secretary and one or two scrutineers. The Bureau of the Assembly will attend the General Assembly meeting in person. The Executive Board will name the composition of the Bureau of the Assembly. The Bureau of the Assembly is appointed only for that specific meeting.

(4) Any member of the Association may participate in the ordinary or extraordinary General Assembly meeting and discussions and all members are also eligible to vote on all matters. Each member has one vote on each matter. The General Assembly meeting may be an in-person and/or an online meeting. Each member may remotely participate at the General Assembly meeting by way of an electronic means of communication made available by the Association. Members who participate at the General Assembly meeting in this manner are deemed to be present at the location where the General Assembly meeting is held for purposes of the requirements regarding quorum and majority.

(5) The Executive Board may request that a General Assembly meeting takes place in person. In this case each member may be represented by a proxyholder, who must be a member. The proxies need to be signed. The proxies may be communicated by letter, e-mail or any other means and shall be deposited at the bureau of the meeting at least one week before the meeting is held. Any member can be a proxy holder for a maximum of three members unable to take part in the General Assembly meeting.

(6) The Executive Board shall advertise any General Assembly meeting (date, time, location(s), and agenda, Bureau of the Assembly composition) at the latest two weeks before the General Assembly meeting date. The invitation will be sent by E-Mail or any other electronic means to all those on the membership list (wider public announcements are allowed). The agenda announced in the invitation includes the essential content of the items to be voted upon as well as any other matters to be addressed or discussed. The relevant documents shall be made available to all members at latest 72 hours before the meeting in electronic form. The invitation is deemed as received upon

sending to the last electronic contact information indicated by the Association member. The notice time is calculated from the time of sending.

(7) The General Assembly is quorate if either 50 members or 50% of the membership are present or represented, whichever number is smallest. If quorum is not reached, a further General Assembly meeting shall be convened (using the same notice period given in (6), as for any other General Assembly meeting) which will then validly deliberate and resolve regardless of the number of members present. This latter point will be indicated in the invitation. The same invitation and deadline rules apply accordingly. This second meeting can take place as mentioned in (11).

(8) The Bureau of the General Assembly is responsible for presenting the content of the meeting, organizing the votes and discussion, and selecting two non-EB volunteers present at the meeting to approve the draft minutes.

(9) The General Assembly shall be responsible for the following tasks:

- a. To elect the candidates announced by the Council for the composition of the EB members;
- b. To approve the budget of the Association drawn up by the Executive Board;
- c. To report any changes to the membership fee(s)/process(es) of the Association decided by the Executive Board;
- d. To approve the annual report drawn up by the EB;
- e. To approve the bylaws and electoral rules of the Association that are proposed by the EB;
- f. To approve amendments to the Statutes (where appropriate);
- g. To approve the dissolution of the Association;
- h. And, in other cases where the law and/or the statutes and/or the bylaws demand a decision by the General Assembly.

(10) Minutes of the General Assembly meeting must be taken, stating the main content thereof. The President and Secretary of the Bureau of the Assembly must sign the minutes ready for approval by two non-EB attendees volunteering to independently approve the minutes. These approved minutes shall be made electronically accessible via the Association's website to all members no later than two months after the General Assembly meeting and at least three weeks prior to the next General Assembly meeting.

(11) Except for the decisions that must be recorded in a notarial deed, the members can decide via a written procedure, that can take the form of an electronic vote or any other means of communication, on all issues for which the General Assembly is competent. The written procedure can occur anytime and not necessarily at the occasion of the ordinary General Assembly meeting.

For this purpose, the EB will send an invitation to all members, at least two weeks before the written procedure opens, mentioning the agenda and the propositions of the decisions to be taken, with request to the members to cast their vote within the term mentioned in the voting form following the modality and deadline provided in the vote invitation. The relevant documents shall be made available in electronic form to all members at latest 72 hours before the vote. The invitation is deemed as received upon sending to the last electronic contact information indicated by the Association member. The notice time is calculated from the time of sending. Members will have at least two working days to cast their vote. All members are allowed to vote. The decisions are deemed to be taken via the written procedure by the approval of the majority mentioned in (12).

(12) Any decision by the members requires a simple majority of the valid votes cast, except if stated otherwise in these statutes. Abstentions and invalid votes shall not be counted.

(13) Mandatory votes include among others

- a. Election of the EB members;
- b. Yearly approval the budget of the Association drawn up by the EB;
- c. Yearly approval of the annual report drawn up by the EB;
- d. Approval of the bylaws and electoral rules of the Association that are proposed by the EB;
- e. Approval of the day-to-day management organisation proposed by the Executive Director;
- f. Approval of any amendments to the Statutes (where appropriate);
- g. Approval of the dissolution of the Association.

#### **Article 7: The Executive Board (EB)**

(1) The Executive Board (EB) consists of the six following persons: The President (of the Association), the Vice-President (of the Association), the General Secretary (of the Association), the Treasurer (of the Association), the Executive Director (of the Association) and the Chair of the Council (of the Association, or their delegate). The President, Vice-President, General Secretary, Executive Director and Treasurer are all elected by the General Assembly, whereas the Chair of the Council (or their delegate) is appointed by the Council as an *ex officio* member of the EB.

(2) The EB will meet when necessary, but at least twice (2) a year. The EB meeting may be an in-person and/or an online meeting. Notice of a meeting of the EB shall be sent by e-mail or any other means of written communication. The summons to attend will mention the place, date and time of the meeting, as well as the items of the agenda.

(3) A decision of the EB is valid only if all members of the EB are present or represented. A member of the EB may be represented by another member of the EB. Any member of the EB can only represent up to one other EB member. If not all members of the EB are present or represented, the present members of the EB may act only for the purpose of holding a General Assembly meeting.

(4) Unless the statutes or the EB (in a unanimous decision) provide for another majority, all decisions of the EB shall be taken with a  $\frac{2}{3}$  majority.

(5) Roles of the EB: EB members work as volunteers. Only their proven expenses shall be reimbursed. Their roles are:

- a. to manage the Association pursuant to these Statutes;
- b. to implement the resolutions of the General Assembly voting-/decision-making procedures and take into account recommendations of the Council;
- c. to report on any implementations to the General Assembly and the Council;
- d. to decide any changes to the membership fee;
- e. to draw up the yearly annual report and the yearly budget of the Association;
- f. to approve the subsidiary organs bylaws proposed by the subsidiary organs;
- g. any other task/activity necessary for the running of the Association.

(6) Designation and mandate duration of the members of the EB:

- a. The EB membership is valid for no more than eight consecutive years except in any cases described in these statutes. A minimum of a four-year break is necessary for any continuation to be considered non-consecutive.

- b. The President, Vice-President, General Secretary, Executive Director, and Treasurer are elected from within the membership of the Association. Prior to each election, the Council will compile the list of candidates that is derived from the applications and proposals received from the members of the Association in line with the associated bylaws, which shall include suitable candidates for the succession of the EB members.
- c. A member can stand as a candidate to become a member of the EB (self-nomination) or a member can propose another member as a candidate to become a member of the EB (third-party nomination). A third-party nomination is only possible after the candidate has been informed and accepted to be nominated. The Council invites the members to submit an application or a proposal electronically. If an applicant or nominee is not suitable according to the assessment of the Council, the candidate shall be removed from the list. The nomination of members under the age of 18 years old is excluded.
- d. The term of office as President is two years (inside a four-year rotation). The following applies to the Vice-President: The President elect becomes Vice-President for one year before beginning their term as President and for the year immediately after their two-year term as President. The person elected is thus a member of the EB for four years and may be re-elected one more time consecutively even if this exceeds the total of eight years on the EB by doing so.
- e. The term of office for the General Secretary, the Executive Director, and the Treasurer is two years. They may be immediately and repeatedly re-elected to the office up to the maximum of eight years.
- f. Six of the Association Founders will take up the EB roles until the first General Assembly meeting can be convened. Thereafter, a President and a Vice-President will be elected at the Association's General Assembly meeting. After one year of being in office, they will invert their roles whereby the Vice-president shall become President for two years while the President shall become Vice-President for one year. Two years after the start of office in the Association, a new vote will replace the Vice-President (President elect) and (d) will apply henceforth commencing the full four-year rotation.
- g. Each elected member of the EB shall take office at the end of the respective ESWW in which the ordinary General Assembly meeting took place (or at the end of the calendar week should a General Assembly meeting which includes EB voting takes place outside of the ESWW). Their term ends when the respective successor is inaugurated using the same process unless they are eligible for and subsequently become re-elected. If a member of the EB leaves office before the expected end date, the Council shall co-opt a substitute member for the remainder of that term of office. If the President leaves the office before the expected end date, then the Vice-President shall immediately replace them for the remaining term of office and subsequently continue on the four-year rotation. This appointment must be communicated to the members and would include the newly co-opted Vice-President in due course.
- h. The President, the Vice-President, the General Secretary, the Executive Director and the Treasurer can only be revoked with just cause by the resolution of the General Assembly. The Chair of the Council can only be revoked by the Council. Members of the EB may themselves resign by means of a written declaration directed to the General Assembly.

#### **Article 8: Subsidiary organs**

The Association has subsidiary organs among which four are obligatory: the Council, the Awards Committee (AwCom), the Publications Committee (PubCom), and the European Space Weather Week (ESWW) Programme Committee (PC).

Any new subsidiary organ can be part of the Association only when the EB has approved its bylaws.

Rules for terminating a subsidiary organ are defined in the bylaws of the Association.

**Article 9: The Awards Committee**

(1) The Awards Committee is formed by the Chair of the Awards Committee who is elected by the General Assembly in accordance with the Awards Committee bylaws, and members who are appointed into the Awards Committee also according to the bylaws of the Committee. A Vice-Chair is then elected from within the Awards Committee members. The details on the requirements to apply for the Chair of the Awards Committee, the duration of the term, and the activities of the Awards Committee are described in the bylaws of the Committee. One member of the Awards Committee (decided by the Awards Committee) will be a Member of the Council of the Association. The person put forward for Council membership cannot be an EB member. The duration and revocation of all memberships and Chairpersonship of the Awards Committee along with all other procedures beyond these Statutes are defined by the bylaws.

(2) The Awards Committee is in charge of proposing the winners of the International Space Weather and Space Climate Medals, in accordance with the Awards Committee bylaws. Their description is given in the bylaws of the Committee as well as the frequency in which they are awarded. The Awards Committee may decide on creating other awards in the frame of SWSC. The mechanisms for which are defined by the bylaws of the Committee.

(3) The Awards Committee decides when to organise a call for the International Space Weather and Space Climate Medals. It organises the contest from the announcement to the final decision which is subsequently announced at the medal ceremony. The medal ceremony is co-organised by the Awards Committee (preferentially held at ESWW) in conjunction with the ESWW Programme Committee.

(4) The Awards Committee sets its own bylaws and has full delegated responsibility for these tasks/duties.

**Article 10: The Publications Committee**

(1) The Publications Committee, amongst other task(s) described in the bylaws of the Committee, takes decisions on everything concerning the Journal of Space Weather and Space Climate (JSWSC) with the explicit exception of negotiations with the Publisher concerning:

- The contract between the Association and the Publisher;
- The evolution of the article processing charges; and
- The remuneration of JSWSC Editors.

(2) The Publications Committee is formed by seven members: four editors from the JSWSC (at least three from the JSWSC Directorate), and three others are elected from the members of the Association. It is led by a Chair and a Vice-Chair. The Chair (or a nominated member) and one other nominated member will be a Council Member of the Association - two Publications Committee Members in total. The nominations are decided by the Publications Committee. This committee appoints its members. Neither person put forward for Council can be an EB member.

The Chair can only be (one of) the Editor in Chief(s) of JSWSC. The Vice-Chair is one of the three elected members of the Association referred to in (2) and is elected internally by the Publications Committee. The duration and revocation of all memberships and Chairpersonships of the Publications Committee along with the procedures on becoming an elected member of the Publications Committee are defined by the bylaws.

(3) The Publications Committee sets its own bylaws and has full delegated responsibility for these tasks/duties.

**Article 11: The European Space Weather Week (ESWW) Programme Committee (PC)**

(1) The ESWW Programme Committee is responsible for organising the annual ESWW in conjunction with a Local Organising Committee (LOC - decided upon via the bylaws and internal procedures/processes of the ESWW Programme Committee). The ESWW Chairperson, Vice-Chairperson, membership, and organisation (including lengths of service) are all defined by the bylaws of the ESWW Programme Committee. Two members chosen by the ESWW Programme Committee will be Council Members of the Association (typically the Chair and one other member). The ESWW Programme Committee appoints its members. Neither person put forward for Council can be an EB member.

(2) Other detailed activities of the ESWW Programme Committee are described in the bylaws of the ESWW Programme Committee.

(3) The ESWW Programme Committee sets its own bylaws and has full delegated responsibility for these tasks/duties.

**Article 12: The Council**

(1) The Council provides recommendations to the EB and meets at least once a year and at least one month ahead of the envisaged ordinary General Assembly meeting so that the EB has sufficient time to reflect and act on any recommendations it chooses to.

(2) The Council is made up of the representatives of the Awards, Publications, and ESWW Programme Committees, as well as representative(s) from any newly-formed Committees as decided in the bylaws of the Association.

(3) The Council may also have elected members as defined in the bylaws of the Council to ensure as diverse a representation of the SWSC communities as possible (*e.g.* service providers, scientists/researchers, engineers, end-users, forecasters, policy makers, outreach, *etc...*). Nominations of individuals to Council may be put forward by companies/organisations to represent their respective interests on the Council.

(4) The Council must have a minimum of five (5) members where the maximum membership is defined in the bylaws, and a meeting is quorate if either four (4) members or 50% of the membership are present or represented, whichever number is greatest.

(5) The Council elects its own Chair from within its members. The Chair of the Council will also hold a place on the EB as an *ex officio* member provided they meet the criteria for becoming an EB member as defined in the Statutes or else a nominated delegate that does meet those criteria must be chosen from within the Council.

(6) The Council may co-opt additional members when the breadth of knowledge, expertise, and experience across SWSC is considered not diverse enough to better fulfil points (1) and (3).

(7) The Council sets its own bylaws and has full delegated responsibility for these tasks/duties.

**Article 13: The day-to-day management**

The Executive Director is responsible for organising the day-to-day management. The Executive Director proposes to the EB the way the day-to-day management may be organised (through volunteers, employment or outsourcing, which can be external to the Association). This proposal is decided by the General Assembly upon recommendation of the EB.

**Article 14: Representatives**

The President is solely authorised to represent the Association both in and out of court - the Vice-President shall represent the Association only in case of unavailability of the President or



upon the demand of the President, with the Vice-President's agreement (or by such means that the President is no longer in office or has been removed from office).

**Article 15: Conditions to changing the Statutes**

(1) In order to change the Statutes, a vote by the members requires a majority of  $\frac{2}{3}$  in favour of the change of the valid votes cast with the exception of the articles of the Statutes pertaining to the "Conditions of Dissolution" which have their own criteria for amendments. Otherwise, the vote is organised as any other vote of the General Assembly.

(2) The changes in the Statutes are proposed by the EB. The changes in the Statutes can be in addition proposed by any member. In the latter case, the members must send their proposal of the changes to the Statutes to the EB along with written proof of support by at least 50 members or  $\frac{1}{5}$  of the members of the Association (whichever is smallest). Upon verification of the list of signatories, the EB must organise the vote at least one month after reception of the request.

**Article 16: Conditions for dissolution**

(1) Resolution to dissolve the Association requires a  $\frac{3}{4}$  majority of the valid votes cast.

(2) Resolutions to amend article 16.(1) require a  $\frac{3}{4}$  majority of the valid votes cast.

(3) Any remaining asset will be donated to a non-profit association/charity sharing objectives similar to those of the Association which will be determined by both EB and Council collectively.

**Article 17: Accounts**

The financial year of the Association shall begin on January 1 and end on December 31 of each year.

The accounts shall be kept in accordance with the provisions of the Companies and Associations Code.

The annual accounts for the preceding financial year as well as the budget of the next financial year shall be drawn up each year by the EB and submitted for approval to the GA.

**Article 18: Final provisions**

(1) English is the working language of the Association.

(2) If, in the text of these statutes of the Association, the feminine or masculine form of terms is used with respect to functional descriptions, all offices can be occupied by anyone regardless of their gender identity irrespective of this usage.

(3) The Association's language for official purposes is French. In case of any dispute in the meaning of these statutes, the French version of these statutes takes precedence.