

ERSA by-laws

“European Regional Science Association”, in French “Association européenne de science régionale”, abbreviated to: “ERSA”, international association
1348 Louvain-la-Neuve

BY-LAWS ***

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I. Name, registered office, purpose

Article 1. The undersigned hereby constitute an international science and education association called the "European Regional Science Association", in French the "Association européenne de science régionale", abbreviated to "ERSA", hereafter referred to as "the association".

This association is governed by the Belgian Act of 27 June 1921, Titre III. *Des Associations internationales sans but lucratif*.

Article 2. The registered office of the association is in Belgium. It is currently located at the Center for Operations Research and Econometrics, Université Catholique de Louvain, voie du Roman Pays 34, L1.03.01, B-1348 Louvain-la-Neuve. It may be relocated to any other place in Belgium by simple decision of the board published in the annexes of the *Moniteur belge* (Belgian Official Gazette).

Article 3. The association is a non-profit body. The association is one of the supranational organisations that make up the Regional Science Association International, abbreviated RSAI.

The objective of the RSAI is to promote, on a worldwide basis, the advancement of regional science as well as scientific studies relevant to its field.

Within the RSAI, the association operates as a strictly scientific organisation, with no political, religious, social, financial or national bias.

The main objectives of the association are to encourage the sharing of ideas within Europe and to promote studies there focused on regional space, by means of new tools, methods and theoretical frameworks specially designed for regional analysis, and also by using concepts, procedures and analytical techniques drawn from different scientific disciplines, whether social or otherwise.

The association pursues these objectives by encouraging gatherings and discussions both between RSAI members and with experts in the fields covered, stimulating research, encouraging the publication of specialist studies, holding an annual congress and undertaking other activities, all with a view to contributing to the advancement of the RSAI and regional science.

II. Members

Article 4. The association is made up of full members and associate members.

Only full members are assigned the rights and duties resulting from these by-laws. Full members form the ERSA Council.

Associate members, apart from the benefits they may be granted by a decision of the council or the board (such as access to different information or other features), are limited to a consultative role in the council.

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The association is made up of, as full members, national or linguistic associations, officially constituted as legal entities according to the laws and customs of their country, which pursue at their own level the same purpose as the association and which are accepted as members. These associations can be referred to using the term “sections”.

Furthermore, the association may accept, as its associate members with a non-voting representative in the board (European Organising Committee), other natural or legal persons. Such decisions need to be approved by the council.

All members of the associations themselves having the status of full members of the association are, by right, associated members.

Applications for full membership shall be sent to the association, using the forms stipulated by the council. The council shall vote on the applications and shall remain free in its decision with no need to provide justification.

Article 5. Full members can resign by sending a registered letter to the registered office of the association for the attention of the board. The copy of the deliberation of the council of the section concerned must be attached to said registered letter. The resignation takes effect at the following council meeting of the association.

In the event of a breach of the main objectives of the association, the board can decide by a 2/3 majority vote of its members to suspend or exclude a full member from the association. The member concerned must have had the opportunity to put forward its arguments beforehand. The member also has the opportunity to appeal the decision before the council.

Any member who ceases, through dissolution or otherwise, to be a part of the association shall forfeit any rights to the assets of the association.

Article 6. Full members shall pay a membership fee fixed annually by the council following a proposal from the board.

III. General management body: council

Article 7. The council, which can be referred to as the European Regional Science Association Council, is made up of full members of the association.

The council has all powers necessary for achieving the purpose of the association.

The following are among its tasks:

- a) approving budgets and accounts;
- b) electing and revoking board members;
- c) amending the by-laws;
- d) dissolving the association.

Article 8. The council meets at least once per year.

Following agreement with the president, the secretary must advise the full members of the date and place of the meeting, as well as the meeting agenda. The invitations to the meeting are to be sent by letter, fax, electronic mail or any other available means of communication. Associate members are advised of these by the section they belong to.

The council meetings are chaired by the president of the association. If the president is detained, the council meeting is chaired by the vice-president. If the vice-president is also detained, the council meeting is chaired by the person elected to this effect by the council meeting.

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Article 9. All full members are expected to attend all the council meetings.

However, any full member of the association unable to attend a meeting can give a written proxy to another member of the council. The secretary and president must receive prior written notification of this.

No attendee at the council meeting can hold more than 2 proxies.

The council can deliberate legitimately only if 1/3 of the full members are present or represented. The president must verify the quorum present at the start of the meeting.

Article 10. Except in exceptional circumstances as set out in these by-laws, the decisions of the council are made by a simple majority vote of the full members present or represented. All members are informed of these decisions.

The resolutions of the council are recorded in a register signed by the president and kept by the secretary who shall make it available to members by letter, fax, electronic mail or any other available means of communication. The secretary may be assisted by the executive director in the office in performing this task.

Article 11. Any proposal to amend the by-laws, dissolve or liquidate the association and use its assets in the event of dissolution must come from the board or from at least two-thirds of the full members of the association.

The board must inform the full members, at least three months beforehand, of the date of the council meeting that will vote on said proposal.

The council can legitimately deliberate over these questions only if two-thirds of the full members of the association are present (or represented).

A decision can be accepted only if it receives a two-thirds majority vote.

However, if two-thirds of the full members of the association are not in attendance at this council meeting, a new council meeting will be called under the same conditions as the one above, and will vote definitively and legitimately on the proposal tabled, with the same two-thirds majority, irrespective of the number of members present or represented.

Amendments to the by-laws are to be carried out in accordance with the then applicable law.

The council shall establish the method for dissolving and liquidating the association.

In case of dissolution the assets of the association shall be forwarded to goals that are similar to those of the association.

IV. Administration

Article 12. The association is managed by a board otherwise referred to as the European Organizing Committee, which assists the president and the council in managing the association's affairs.

The number of board members is established by the council. There is a minimum of four members.

The board members, including the president, vice-president, secretary and treasurer, can be proposed by any full member of the association from amongst the association's associate members and are elected by the council. They are elected for a period of 5 years, with re-election possible only once.

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The president of the board is the president of the association. The vice-president of the board is the vice-president of the association. In the event of a vacancy during the term of office, a provisional board member can be appointed by the council. In this case, the provisional board member takes over the remaining mandate of the board member replaced.

In the event of serious breaches of the main objectives of the association, board members can be excluded by the council after first having been given a hearing.

Article 13. The president represents the association and is responsible for its work.

The vice-president replaces the president if circumstances so require.

The secretary assists the president with the aim of maintaining contact between the sections, the council and the board, as well as between the association and the other international regional science associations.

The treasurer is responsible for the association's finances.

Article 14. The board meets at least once per year.

Following agreement with the president, the secretary must inform the members of the board of the date and place of the meeting, as well as the agenda of the meeting. The invitations to the meeting are to be sent by letter, fax, electronic mail or any other available means of communication.

A board member can be represented by another board member who must, however, not hold more than one proxy.

The board can legitimately deliberate only if at least 50% of its members are present or represented.

Article 15. The board holds all management and administration powers subject to those granted to the council. It can delegate the daily management to its president or to a board member or to an officer. It can also grant special, pre-determined powers to one or more people.

The board assists the president and the council in managing the association's affairs.

The board is free to assign other specific tasks to its members.

Article 16. The resolutions of the board are made with a majority vote of the board members present or represented. In the event of a tie in the voting, the president's vote shall decide.

The resolutions are recorded in a register signed by the president and kept by the secretary who shall make the resolutions which are of concern for the members of the association available to them by letter, fax, electronic mail or any other available means of communication. The secretary may be assisted by the executive director in the office in performing this task.

Article 16.bis. The executive director is also responsible for the daily operations of the ERSA office, in particular for: (1) maintaining registries, (2) maintaining accounting documentation, (3) maintaining other legal documentation of the association. The secretary or another board member designated by the president is to ensure that the executive director's tasks are diligently realised in due time.

Article 17. Any deed that binds the association is, subject to special mandates, signed by the President and the General Secretary, who are not required to justify to third parties any powers granted for this purpose.

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Article 18. Legal proceedings, whether as plaintiff or defendant, are followed by the board represented by its president or a board member appointed by the president for this purpose.

V. Budgets and accounts

Article 19. The financial year ends 31 December.

The board is required to present for the council's approval the financial accounts for the year completed and the budget for the following year.

VI. General provisions

Article 20. Anything not provided for in these by-laws and notably the publications to be added to the annexes of the *Moniteur belge* (Belgian Official Gazette), shall be governed in accordance with the provisions in the law of 25 October 1919, subsequently amended by the laws of 6 December 1954 and 30 June 2000.