

EMBC

AGREEMENT
RULES OF PROCEDURE
FINANCIAL RULES

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The Agreement came into force in 1969.
The Financial Rules and the Rules of Procedure were first adopted in 1970 and thoroughly revised in 2009.

CHANGES APPROVED BY THE CONFERENCE

Expansion of the General Programme of EMBC

- 2011: Article II.2 – Purposes
Following the redefinition of the Science and Society Programme as Science Policy Programme, its scope as part of the General Programme of EMBC was modified:

“The Science Policy Programme shall provide analysis, advice, general information on science and public policies, and other support as requested, to the Member States and their citizens on topics and actions related to the governance of life sciences.”
- 2002: Article II. 2 – Purposes
The General Programme of EMBC was expanded to include the topic of Science and Society as a component. Article II. 2 was extended by adding:

“(f) the provision of advice, information and support to the Member States and their citizens on topics and actions related to the life sciences and their consequences for society.”
- 2000: Article II. 2 – Purposes
The General Programme of EMBC was expanded to include electronic publication services as a component. Article II. 2 was extended by adding:

“(e) the provision of electronic publication and information services.”
- 2000: Article II. 2 – Purposes
The General Programme of EMBC was expanded to include the EMBO Young Investigator Programme as a new component. Article II. 2 was extended by adding:

“(d) the establishment of programmes that foster the development of scientists at the early stages of their independent research careers.”

Modification of the Rules

- 2018 Financial Rule 2.2 – Finance Committee
The possibility of exceptionally extending the terms of the Chair and the Vice Chair of the Finance Committee beyond three years was introduced by replacing “No Chair may serve more than three (3) successive terms.”
Fin R 2.2 now states:

“The Conference shall, when necessary, elect the Chair and Vice Chair of the Finance Committee, whose term of office shall last until the end of the next ordinary session of the Conference. The Chair and the Vice Chair may be re-elected, but the combined duration of these consecutive appointments will normally be limited to a total of three (3) years for each position for each individual.”
- 2013: Rule 1.2 – The President and the Vice Presidents
The possibility of exceptionally extending the four-year term of the President was introduced by adding the word “normally”.
Rule 1.2 now states:

“The President and the Vice Presidents may be re-elected, but the combined duration of these consecutive appointments will normally be limited to a total of four (4) years for each position for each individual.”

Rule 12 – Languages

The provision of simultaneous translation at Conference meetings was suspended unless it is specifically requested by a Member State eight weeks before the Conference meeting.

Rule 12 now states:

“At meetings of the Conference simultaneous interpretation may be provided for statements delivered in English, French or German if requested by a Member State delegation at least eight (8) weeks before the scheduled start of the meeting. Conference documents shall in principle be issued in all three (3) languages: where time does not allow a full translation to be made, summaries shall be provided in the working language or languages affected.”

2010:

Rule 8.4 – Subordinate Bodies

Rule 8.4 was modified by the insertion of the word “normally” and by adding a second paragraph (b):

“(a) Expenses incurred by delegates or advisers appointed to subordinate bodies by the Conference will normally be reimbursed by the Conference.”

“(b) Expenses incurred by delegates or advisers appointed to subordinate bodies will not be reimbursed when a meeting takes place immediately before or after a Conference meeting.”

AGREEMENT ESTABLISHING THE EUROPEAN MOLECULAR BIOLOGY CONFERENCE

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The States parties to this Agreement,

conscious of the important role of molecular biology in the progress of science and the well-being of mankind;

considering that there is need for completing and intensifying, through intergovernmental action, the international cooperation already prevailing in this domain;

desirous of developing European cooperation in the domain of molecular biology with a view to encouraging activities which are of particular scientific merit;

taking note of the acceptance by the European Molecular Biology Organization (hereinafter referred to as "EMBO") of those provisions of the present Agreement which concern it;

have agreed as follows:

ARTICLE I – ESTABLISHMENT OF THE CONFERENCE

A European Molecular Biology Conference, hereinafter referred to as "the Conference", is hereby established.

ARTICLE II – PURPOSES

1. The Conference shall provide for cooperation among European States for fundamental research in molecular biology as well as in other areas of research closely related thereto.
2. The General Programme to be carried out under the responsibility of the Conference shall comprise in the first instance:
 - a) provision for training, teaching and research scholarships;
 - b) assistance to universities and other institutions of higher learning that wish to receive visiting professors;
 - c) the establishment of programmes of courses and the organisation of study meetings, coordinated with the programmes of universities and other institutions of higher learning and research.

The execution of the General Programme is entrusted by the Conference to EMBO.

The General Programme, or the means of its execution, may be modified by decision of the Conference taken unanimously by the Members present and voting.

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3. Projects studied by the Conference which only some Members are disposed to execute shall be termed Special Projects. Any Special Project shall be approved by the Conference by a two-thirds majority of the Members present and voting. The execution of a Special Project shall be the subject of a special agreement between the States participating in it. Any Member is entitled to participate at any later time in a Special Project which has already been approved.

ARTICLE III – THE CONFERENCE

1. The Members of the Conference are the States parties to this Agreement.
2. The Conference may, by decision taken by unanimous vote of the Members present and voting, permit other European States, as well as States which have made an important contribution to the work of EMBO from its foundation, to become Members by acceding to this Agreement after it has come into force.
3. The Conference may, by unanimous vote of the Members present and voting, establish cooperation with non-Member States, national bodies or international governmental or non-governmental organisations. The conditions and terms of such cooperation shall be defined by the Conference, by unanimous vote of the Members present and voting, in each case according to the circumstances.

ARTICLE IV – PROCEDURE AND FUNCTIONS OF THE CONFERENCE

1. The Conference shall meet once a year in ordinary session. It may also meet in extraordinary session at the request of two-thirds of all the Members.
2. Each Member shall be represented by not more than two delegates, who may be accompanied by advisers. The Conference shall elect a President and two Vice Presidents for a term extending until the next ordinary session.
3. The Conference shall:
 - a) take the decisions necessary to achieve the objective provided for in Article II;
 - b) decide upon its place of meeting;
 - c) be empowered to hold funds and to conclude contracts;
 - d) adopt its Rules of Procedure;

e) establish by a two-thirds majority of the Members present and voting such subordinate bodies as may prove necessary;

f) approve an indicative scheme for the realisation of the General Programme mentioned in Article II.2 and specify its duration. In approving this scheme, the Conference shall determine, by unanimous vote of the Members present and voting, the maximum credits that may be committed during that period. This amount may not be varied thereafter, unless the Conference by unanimous vote of the Members present and voting so decides;

g) adopt the ordinary annual budget by a two-thirds majority of the Members present and voting and make the necessary financial arrangements;

h) approve the provisional estimate of expenditures for the two following years;

i) take note of the particular financial provisions relating to any Special Project previously adopted by those Members participating in that Project;

j) adopt financial regulations by a two-thirds majority of Members present and voting;

k) approve and publish its audited annual accounts;

l) approve the annual report presented by the Secretary General.

4.

a) (i) Each Member shall have one vote in the Conference.

(ii) A Member shall nevertheless not be entitled to vote with regard to the execution of a Special Project unless it has agreed to participate in that Project.

(iii) States which have signed but not yet ratified, accepted or approved this Agreement may be represented at the Conference and take part in its work, without the right to vote, for a period of two years after the coming into force of the Agreement.

(iv) A Member shall have no vote in the Conference if it has not paid its contributions for two consecutive financial years.

b) Except where otherwise stipulated in this Agreement, decisions of the Conference shall be taken by a majority of the Members present and voting.

c) The presence of delegates of a majority of all Members shall be necessary to constitute a quorum at any meeting of the Conference.

ARTICLE V – THE SECRETARY GENERAL

1. The Conference shall appoint, by a two-thirds majority of all Members, a Secretary General for a defined period of time. He shall remain in office until the appointment of his successor. The Secretary General shall assist the President of the Conference, and shall maintain continuity of business between sessions. He may undertake all such actions as are required for the conduct of the Conference's current business.
2. The Secretary General shall present to the Conference:
 - a) the draft indicative scheme referred to in Article IV.3.f);
 - b) the ordinary budget and provisional estimate provided for in Article IV.3.g) and Article IV.3.h);
 - c) the particular financial provisions for each Special Project, in accordance with Article IV.3.i);
 - d) the audited annual accounts and the annual report called for in Article IV.3.k) and Article IV.3.l).
3. In the exercise of his duties the Secretary General shall make use of the services of EMBO.

ARTICLE VI – THE BUDGET

1. The annual ordinary budget for the following financial year extending from 1 January to 31 December, showing both the expenses resulting from the realisation of the General Programme and those relating to the functioning of the Conference, together with the estimated income, shall be submitted to the Conference by the Secretary General not later than 1 October of each year.
2. The expenses of the ordinary budget shall be met by:
 - a) the financial contributions of Members;
 - b) any gifts contributed by Members in addition to their financial contributions, provided they are consistent with the purposes of the Conference;
 - c) any other resources, in particular gifts offered by private organisations or individuals, subject to the prior approval of the Conference given by a two-thirds majority of those present and voting.

ARTICLE VII – CONTRIBUTIONS AND AUDITING

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1. Each Member shall contribute both to the expenses resulting from the realisation of the General Programme and to those relating to the functioning of the Conference, in accordance with a scale which shall be decided upon every three years by the Conference by a two-thirds majority of all the Members and shall be based on the average net national income at factor cost of each Member for the last three preceding years for which statistics are available.
2. The Conference may decide, by a two-thirds majority of all Members, to take account of any special circumstances affecting a Member and to modify its contribution accordingly. In applying this provision the term “special circumstances” shall be held to include in particular a situation in which the per capita national income of a Member State is less than an amount which the Conference shall fix by a two-thirds majority.
3. If a State becomes a party to the Agreement, or ceases to be a party, the scale of contributions mentioned in paragraph 1 shall be modified. The new scale shall take effect as from the beginning of the financial year following.
4. The Secretary General shall notify Members of the amount of their contributions in accounting units representing a weight of 0.88867088 grams of fine gold, and of the dates on which payments shall be made.
5. The Secretary General shall keep detailed accounts of all receipts and disbursements. The Conference shall appoint auditors to audit its accounts and to examine, in conformity with the financial regulations, the accounts of EMBO. The Secretary General and EMBO shall furnish the auditors with such information and help as they may require to carry out their duties.

ARTICLE VIII – SETTLEMENT OF DISPUTES

Any dispute between two or more Members concerning the interpretation or application of this Agreement which is not settled through the good offices of the Conference shall be submitted, at the request of any party to the dispute, to the International Court of Justice, unless the Members concerned agree within a reasonable lapse of time on another mode of settlement.

ARTICLE IX – AMENDMENTS

1. This Agreement may be amended when not less than two-thirds of all the Members have so requested.
2. A proposal of amendment shall be placed on the agenda of the ordinary session which immediately follows the deposit of the proposal with the Secretary General. Such a proposal may also be the object of an extraordinary session.
3. Any amendment to this Agreement shall be adopted unanimously by all the Members of the Conference, who shall notify their acceptance in writing to the Government of Switzerland.
4. Amendments shall come into force 30 days after the deposit of the last written notification of acceptance.

ARTICLE X – WINDING-UP

Subject to any agreement which may be made between Members with regard to the winding-up of the Conference, the Secretary General shall be entrusted with all questions arising from the winding-up of the Conference. Except where otherwise provided by the Conference, the surplus shall be distributed among the Members in proportion to the contributions paid by them since the dates of their becoming parties to this Agreement. In the event of a deficit, this shall be met by the Members in the same proportions as those in which their contributions have been assessed for the current financial year.

ARTICLE XI – FINAL PROVISIONS

1. This Agreement shall be open for signature by the States which have drawn it up.
2. This Agreement shall be subject to ratification, acceptance or approval. The appropriate instructions shall be deposited with the Government of Switzerland.
3. Any State not a signatory to this Agreement may accede on condition that it satisfies the provisions of Article III, paragraph 2. The instruments of accession shall be deposited with the Government of Switzerland.
4.
 - a) This Agreement shall come into force when ratified, accepted or approved by the majority of States which have drawn it up, and on condition that the total contributions of these States represent at least 70% of the total of contributions shown in the scale annexed to this Agreement. *(Scale no longer applicable)*
 - b) For any other signatory or acceding State the Agreement shall come into force on the date of deposit of its instrument of ratification, acceptance, approval or accession.

- c)** This Agreement shall initially remain in force for a period of five years. Not less than one year before the close of that period the Conference shall meet for the purpose of deciding by a two-thirds majority of all the Members either to prolong the Agreement without change, or to amend it, or to discontinue European collaboration in the field of molecular biology within the framework of the Agreement.
- 5.** After this Agreement has been in force for five years, a State party to the Agreement may denounce it by giving notification to that effect to the Government of Switzerland. Such denunciation shall take effect:
- a)** at the end of the current financial year if the notification has been given during the first nine months of that financial year;
- b)** at the end of the next financial year if the notification has been given in the last three months of the current financial year.
- 6.** If a Member fails to fulfil its obligations under this Agreement, it may be deprived of its membership by decision of the Conference taken by a majority of two-thirds of all the Members. Such decision shall be notified to signatory and acceding States by the Secretary General.
- 7.** The Government of Switzerland shall notify signatory and acceding States of:
- a)** all signatures;
- b)** the deposit of any instrument of ratification, acceptance, approval or accession;
- c)** the entry into force of this Agreement;
- d)** all written acceptances notified under Article IX.3;
- e)** the entry into force of any amendment; and
- f)** any denunciation signified in accordance with Article XI.5.
- 8.** The Government of Switzerland shall, upon the coming into force of this Agreement, register it with the Secretary General of the United Nations in accordance with Article 102 of the Charter of the United Nations.

ARTICLE XII – TRANSITIONAL PROVISIONS

- 1.** For the period from the entry into force of the Agreement to 31 December following, the Conference shall make budgetary arrangements and expenditure shall be covered by assessments upon Member States established in accordance with the following two paragraphs.
- 2.** States parties to the Agreement upon its coming into force, and States which may become parties up to 31 December following, shall together bear the whole of the expenditure foreseen in the provisional budgetary arrangements which the Conference may adopt in accordance with paragraph 1 of this Article.

The assessments upon States covered by paragraph 2 above shall be established on a provisional basis according to the need and in conformity with Article VII.1. On the expiry of the period indicated in paragraph 1 above, a definitive sharing of costs as between these States shall be effected on the basis of actual expenditures. Any excess payment by a State, over and above its definitive share as thus established, shall be placed to its credit.

In witness whereof, the undersigned plenipotentiaries, having been duly authorised thereto, have signed this Agreement.

Done at Geneva, this 13 February 1969, in the English, French and German languages, the three texts being equally authoritative, in a single original which shall be deposited in the archives of the Government of Switzerland, which shall transmit certified copies to all signatory and acceding States.

(The signatures follow below)

RULES OF PROCEDURE

SECTION I

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A. OFFICERS OF THE CONFERENCE

Rule 1 – The President and the Vice Presidents

- R 1.1** A President and two (2) Vice Presidents shall be elected by the Conference annually at the end of its last session, by a majority of the Members present and voting.
- R 1.2** The President and Vice Presidents may be re-elected, but the combined duration of these consecutive appointments will normally be limited to a total of four (4) years for each position for each individual.

Rule 2 – The Secretary General

- R 2.1** The Conference shall have a Secretary General who shall be appointed by the Conference annually at the end of the ordinary session, by a two-thirds (2/3) majority of all Members.
- R 2.2** The Secretary General may be re-elected.
- R 2.3** If the Secretary General can no longer carry out his/her duties, the President shall appoint, in agreement with the Vice Presidents and in consultation with the Chair of EMBO Council, a Secretary General ad interim, whose term of office shall expire with the appointment of a new Secretary General by the next ordinary or extraordinary session of the Conference.
- R 2.4** The offices of the Secretary General of the Conference and the Director of EMBO may not be held by the same person.

SECTION I

B. FUNCTIONS OF THE OFFICERS AND OF EMBO

Rule 3 – The President and Vice Presidents

- R 3.1** The President shall:
- a) approve the agenda for each meeting of the Conference;
 - b) without prejudice to later provisions of these Rules of Procedure, conduct the debates of the Conference and ensure that the Agreement and the Rules of Procedure are respected;
 - c) represent the Conference if so requested by the Conference.
- R 3.2** If the President is unable to attend, the chair shall be taken by one of the Vice Presidents.

Rule 4 – The Secretary General

- R 4** As defined in Article V of the Agreement, the Secretary General shall have the duty:
- a)** to ensure effective liaison between the Conference and EMBO Council / Director of EMBO;
 - b)** to represent the Conference if so requested by the Conference or by the President.

Rule 5 – Functions of EMBO

- R 5.1** According to the Agreement the execution of the General Programme is entrusted by the Conference to EMBO (Article II.2). To ensure an effective execution of the General Programme, EMBO represented by its Director shall perform the Secretary General's duties as defined in Articles V.2 and VII.5 of the Agreement.
- R 5.2** In particular the Director of EMBO shall
- a)** propose new initiatives for consideration by the Conference;
 - b)** provide an annual report of the actions of the Conference;
 - c)** provide a provisional agenda, in agreement with the President, for the Conference meetings;
 - d)** circulate the agenda to the Conference at least twenty-one (21) days before each ordinary session;
 - e)** prepare and circulate the documentation required by the Conference in a timely manner, if possible at least ten (10) working days before the date of the session;
 - f)** prepare a summary of the decisions immediately after each Conference session and a summary record giving the substance of the discussion of the Conference and recording the decisions reached. This summary record shall be signed by the President following acceptance by the Conference.
- R 5.3** The Director of EMBO shall be supported by the EMBO staff when carrying out the above duties.

Rule 6 – Advice

- R 6** The Conference may call for advice upon any qualified individual or expert it chooses.

Rule 7 – Delegates and Advisers

- R 7.1** Participation as a delegate shall be subject to production of credentials issued by the competent minister or an appropriate government authority.

- R 7.2** The names of advisers that accompany delegates with credentials must be communicated in writing to the Director of EMBO no later than the opening of the relevant session of the Conference by one of the authorities designated in Rule 7.1 or by the delegation concerned.
- R 7.3** The Secretary General ensures that the credentials of the delegates are examined prior to each session.
- R 7.4** A delegate shall continue to hold that position until such time as the Secretary General is notified of the termination of this appointment or until the quota of two (2) delegates for that country is filled by more recent appointments.

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SECTION II

SUBORDINATE BODIES, COMMITTEES AND WORKING PARTIES

Rule 8 – Subordinate Bodies

- R 8.1** The Conference may set up subordinate bodies when this mechanism is deemed to help the functioning of the Conference in accordance with Article IV.3.e) of the Agreement.
- R 8.2** In each case, the terms of reference, the person who should act as the Chair, the composition of the subordinate body and the duration for which it should exist shall be decided at the time of its establishment.
- R 8.3** All subordinate bodies shall report to the Conference at each session.
- R 8.4** **a)** Expenses incurred by delegates or advisers appointed to subordinate bodies by the Conference will normally be reimbursed by the Conference.
- b)** Expenses incurred by delegates or advisers appointed to subordinate bodies will not be reimbursed by the Conference when a meeting takes place immediately before or after a Conference meeting.

Rule 9 – Working Parties

- R 9** On receipt of an application for membership of the Conference, a working group, established under Rule 8, composed minimally of the President of the Conference, the Vice Presidents of the Conference, the Secretary General of the Conference and the Director of EMBO, will consider the application for its merits on scientific grounds, on any possible consequences to the functioning of the Conference, if the new Member State is elected, and will provide an opinion on whether the proposed Member State fulfils the four (4) special requirements laid down by the Conference (CEBM/91/7) or other criteria defined by the Conference. The Conference will receive this report prior to voting on any application for full membership of the Conference.

SECTION III

PREPARATION AND MEETINGS OF THE CONFERENCE

Rule 10 – The Agenda

- R 10.1** Officers and delegates to the Conference, the Director of EMBO and the Chair of EMBO Council are entitled to request the President that any point they wish to have examined be placed on the draft agenda.
- R 10.2** The draft agenda for any session of the Conference shall be considered for adoption at the opening of the session. It may thereafter be modified during the session only if the Conference so decides. Papers may only be tabled, through the Director of EMBO, during a session of the Conference if the Conference so decides.

Rule 11 – Preparation of Sessions and Working Group Meetings

- R 11.1** Wherever possible the Conference shall, at the close of each ordinary session, fix the date of its next ordinary session. Where circumstances so require, the President may change this date in consultation with the Secretary General, the Director of EMBO and the Vice Presidents.
- R 11.2** When extraordinary sessions are required, their dates shall be fixed by the President, in consultation with the Secretary General, the Director of EMBO and the Vice Presidents.
- R 11.3** The length of sessions shall be determined, in the light of the agenda, by the President in agreement with the Secretary General and the Director of EMBO.
- R 11.4** The Director of EMBO, in consultation with the President, shall convene both ordinary and extraordinary session two months in advance. In an emergency, the notice may be reduced to one (1) month.
- R 11.5** Meetings of subordinate bodies and working parties shall be convened by the Director of EMBO, in consultation with the Chairs of the bodies or working parties concerned. The Director of EMBO shall make arrangements for their meetings.
- R 11.6** Decisions involving expenditure in addition to that adopted in the annual budget can only be taken once the estimated additional expenditure has been approved.

Rule 12 – Languages

- R 12** At meetings of the Conference simultaneous interpretation may be provided for statements delivered in English, French or German if requested by a Member State delegation at least eight (8) weeks before the scheduled start of the meeting. Conference documents shall in principle be issued in all three (3) languages: where time does not allow

a full translation to be made, summaries shall be provided in the working language or languages affected.

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Rule 13 – Participants List

- R 13** The Director of EMBO shall draw up lists of delegates and observers attending the Conference in alphabetical order of the names of the countries, followed by those of the organisations, which they represent.

Rule 14 – Quorum

- R 14.1** The proceedings of the Conference shall be valid if the majority of all Members are present.
- R 14.2** If during a session a quorum is lacking, the President may suspend the session, or declare an informal discussion.

Rule 15 – Chair

- R 15.1** The President shall open and close meetings, grant or withdraw the right to speak, put proposals to vote, and announce decisions. He/She shall rule on points of order and shall in particular be entitled to propose that the discussion be suspended or deferred.
- R 15.2** The President shall be subject to the authority of the Conference in the discharge of his/her duties.
- R 15.3** While in the chair (see Rule 3.2), a Vice President shall have the same rights and duties as the President.

Rule 16 – Sessions

- R 16.1** Meetings of the Conference shall not be open to the public unless the Conference decides otherwise.
- R 16.2** The Conference may also invite the government of a non-Member State or an intergovernmental, governmental or non-governmental organisation to be represented at any of its deliberations. Such invitation shall not entail cooperation within the meaning of Article III.3 of the Agreement.
- R 16.3** The Conference may also invite private persons to attend meetings in their individual capacity.
- R 16.4** Delegates and advisers have the right to speak in the debates of the Conference. All other attendees may participate only upon invitation by the President.

Rule 17 – Conduct of Sessions

- R 17.1** The President shall call upon speakers in the order in which they have asked for the floor.
- R 17.2** Priority shall be given to a delegate speaking on a point of order, on which the President shall rule forthwith.
- R 17.3** Points of order need not to be handed to the President in writing or distributed. The following motions shall in particular be deemed points of order: a motion that the question be referred back; a motion that consideration of a particular issue be deferred; a motion that the meeting stand adjourned; and a motion that the meeting proceed to the next item on the agenda.
- R 17.4** The ruling of the President may be challenged, but the discussion thereon shall be confined to the challenger and to the President.
- R 17.5** If the difference of opinion persists, it shall at once be put to the vote.

Rule 18 – Resolutions, Proposals and Amendments

- R 18.1** Any delegate to the Conference or any adviser may table resolutions or amendments.
- R 18.2** Every draft resolution must be handed to the President in writing. The text shall be distributed as early as possible before the vote.
- R 18.3** Where a number of amendments are tabled to the same draft resolution, the President shall decide in what order they shall be discussed and put to the vote, subject to the following provisions:
- a)** all resolutions or amendments shall be put to the vote;
 - b)** an amendment may be put to the vote separately or as the antithesis of another amendment, at the discretion of the President; and
 - c)** if a resolution is amended as the outcome of a vote, the resolution as amended shall be put to the Conference for a final vote.
- R 18.4** A delegate who has moved a proposal or tabled an amendment may withdraw it subject to the agreement of any other delegate who has seconded it, except where an amendment constituting a modification of it is still under discussion or has been adopted.
- R 18.5** A proposal or amendment withdrawn by its sponsor may be reintroduced by another delegate, in which case it shall be debated and put to the vote.

Rule 19 – Voting

- R 19.1** Each Member State shall have one vote in the Conference, subject to provisions of Article II.3 and Article IV.4.a) (ii) of the Agreement concerning activities specified as Special Projects and Article IV.4.a) (iv) of the Agreement concerning unpaid contributions.

- R 19.2** Votes shall normally be taken at the Conference by show of hands unless a Member State requests a roll call, which shall then be taken in the French alphabetical order of the names of the Member States, beginning with a Member State whose name shall be drawn at random by the Chair. The vote of each Member State participating in a roll call shall be included in the record of the session.
- R 19.3** In the cases of Article III.2 of the Agreement concerning the admission of new members and of Article XI.6 of the Agreement concerning deprivation of membership, there will be an open vote. Upon the demand of two (2) or more Members present, voting on any matter may be by secret ballot. In the case of votes by secret ballot, the number of abstentions shall be recorded. In voting by secret ballot, two (2) tellers selected from among the delegates present shall assist in the counting of votes.
- R 19.4** Decisions of the Conference shall require the voting majorities specified in the relevant provisions of the Agreement and set out in the annex to the present Rules. In applying these rules, Member States which abstain from voting are to be considered as not voting and such abstentions shall not prevent a decision from being considered as unanimous or as taken with the specified majority. However, abstentions are in all cases to be recorded.
- R 19.5** Except when otherwise provided in the Agreement or these Rules, decisions of the Conference shall be taken by a majority of the Members present and voting.

Rule 20 – Conclusions and Press Releases

- R 20** The conclusions of the deliberation of the Conference shall not be considered to be confidential unless a specific decision is made to deem them such. Official press releases must be approved by the President or by a person expressly delegated by the President for that purpose.

Rule 21 – Decision-Taking Process between Sessions

- R 21.1** Between sessions the Director of EMBO, with the agreement of the Secretary General and the President, may transmit proposals to Member States in writing with a view of securing a decision on them.
- R 21.2** Provided no opposition has been expressed or no reservations lodged at the expiry of a period fixed for reply, which shall not be less than two (2) months, the proposed decision shall become effective and the Director of EMBO shall immediately so notify Members; it shall be reported at the next session of the Conference.

Rule 22 – Conflict

- R 22** In the event of conflict between the provisions of these Rules of Procedure and the terms of the Agreement the provisions of the latter shall prevail.

REQUIREMENTS FOR VOTING MAJORITIES AS LAID DOWN IN THE AGREEMENT ESTABLISHING THE EUROPEAN MOLECULAR BIOLOGY CONFERENCE

1. **Modification of the General Programme**, or the means of its execution: Unanimous decision of the Member States present and voting (Article II.2)
2. Approval of **Special Projects**: Two-thirds majority of Members present and voting (Article II.3)
3. **Admission** of other European States, as well as States that have made an important contribution to the work of EMBO from its foundation as Members: Unanimous vote of Members present and voting (Article III.2)
4. **Establishment of cooperation** with non-Member States, national bodies or international governmental or non-governmental organisations and definition of the conditions and terms of such cooperation: Unanimous vote of Members present and voting (Article III.3)
5. Decision to meet in **extraordinary session**: Two-thirds of all the Members (Article IV.1)
6. Establishment of **subordinate bodies**: Two-thirds majority of Members present and voting (Article IV.3.e)
7. Approval of an **indicative scheme** for the realisation of the General Programme and determination or variation of the **maximum credits** that may be committed during the period of an indicative scheme: Unanimous vote of the Members present and voting (Article IV.3.f)
8. Adoption of the **ordinary budget**: Two-thirds majority of Members present and voting (Article IV.3.g)
9. Adoption of **financial regulations**: Two-thirds majority of Members present and voting (Article IV.3.j)
10. **Appointment of a Secretary General** for a defined period of time: Two-thirds majority of all Members (Article V.1)
11. Approval of the **receipt of gifts** offered by private organisations or individuals: Two-thirds majority of Members present and voting (Article VI.2.c)
12. Decision upon the **scale of Members' contributions**: Two-thirds majority of all Members (Article VII.1)
13.
 - a) Modification of the contribution of Members affected by **special circumstances**: Two-thirds majority of all Members (Article VII.2)
 - b) Fixation of level of per capita income to be considered a **special circumstance** in fixing Members' contributions: Two-thirds majority of all Members (Article VII.2)

14. Request for **amendment of the Agreement**: Not less than two-thirds of all Members (Article IX.1) 19
15. Decision to **prolong or amend the Agreement or discontinue collaboration** within its framework after five years: Two-thirds majority of all Members (Article XI.4.c))
16. **Deprivation of membership**: Two-thirds majority of all Members (Article XI.6)

General provisions

Except where otherwise stipulated in the Agreement, decisions of the Conference shall be taken by: A majority of the Members present and voting (Article IV.4.b).

FINANCIAL RULES

20

The EUROPEAN MOLECULAR BIOLOGY CONFERENCE, hereinafter referred to as “the Conference”;

Having regard to the Agreement of 13 February 1969, by which it was established, hereinafter referred to as “the Agreement”;

Bearing in mind that it derives the funds needed for accomplishing the purposes defined in Article II of the Agreement from divers sources,

Considering that it has entrusted the execution of its General Programme to the European Molecular Biology Organization, hereinafter referred to as “EMBO”, an incorporated association under Swiss law, and that the Secretary General of the Conference will have to call upon EMBO’s services in the performance of these duties,

Lays down the following Financial Rules:

PART I – GENERAL PROVISIONS

Rule 1 – Competence

- Fin R 1** In conformity with Article IV.3 of the Agreement financial authority is vested in the Conference. The Conference is supported by:
- a) the Director of EMBO according to Rule 5.1 of the Rules of Procedure,
 - b) the Finance Committee, which may be set up by the Conference under the terms of Article IV.3.e) of the Agreement and whose constitution and powers are defined in Rule 2 below.

Rule 2 – Finance Committee

- Fin R 2.1** The Finance Committee shall consist of twelve (12) delegates including in its membership the representatives from France, Germany, Italy, Spain and the United Kingdom as permanent Members and from seven (7) other Member States elected every three (3) years by the Conference. Delegates may be represented by advisers. Delegates or advisers of other Member States may attend the meetings of the Finance Committee. In conformity with Article III and in the light of Article IV of the Agreement, the Conference may, however, take supplementary measures as it considers advisable. The Conference may decide not to establish a Finance Committee and carry out all of the functions itself.
- Fin R 2.2** The Conference shall, when necessary, elect the Chair and Vice Chair of the Finance Committee, whose term of office shall last until the end of the next ordinary session of the Conference. The Chair and the Vice Chair may be re-elected, but the combined duration of these consecutive appointments will normally be limited to a total of three (3) years for each position for each individual.
- Fin R 2.3** The Finance Committee shall advise the Conference on all matters concerning the management of financial funds and on all audit tasks. The Finance Committee shall formulate recommendations for the

Conference, which will be presented to the Conference by the Chair of the Finance Committee. Such recommendations should include in particular:

- a) the budget estimates and any supplementary or revised estimates;
- b) the annual budget and its execution and any supplementary or revised budgets;
- c) special projects;
- d) the form and system of the budget estimates and accounts;
- e) expenditure in excess of the appropriations in the various chapters of the budget and the corresponding transfers of funds in accordance with paragraphs 1 and 2 of Rule 11 below;
- f) the acceptance of the annual accounts and the reports of the internal and external auditors;
- g) the financial implications of the admission of new Members;
- h) the acceptance of gifts.

Fin R 2.4 The Finance Committee shall also undertake such other duties and assume such other responsibilities as the Conference may assign to it, and may exercise on behalf of the Conference powers delegated to it by the latter.

Fin R 2.5 The President and the Secretary General of the Conference may attend or be represented at meetings of the Finance Committee. The Chair of EMBO may also attend such meetings, or be represented there. The Director of EMBO shall attend the meetings of the Finance Committee. It is expected that the internal auditor will attend such meetings.

Rule 3 – Rules Applicable

Fin R 3.1 The financial management of the Conference shall be governed by the Agreement, by the present Rules and by any other pertinent texts adopted by the Conference.

Fin R 3.2 In the event of conflict between the provisions of these Rules and those of the Agreement, the provisions of the latter shall prevail.

Rule 4 – Financial Year

Fin R 4 The Conference's financial year shall run from 1 January to 31 December.

Rule 5 – Accounting Unit

Fin R 5.1 The Accounting Unit adopted by the Conference, for the purposes of the Agreement establishing the Conference, shall be the EURO and will henceforth be viewed as equivalent to the Accounting Unit defined in the Agreement as 0.88867088 gram of fine gold.

Fin R 5.2 The EURO shall be used in establishing the size of contributions, the indicative schemes for the realization of programmes, the provisional estimates of expenditure and the annual budgets, and more generally in all official documents bearing upon the Conference's income and expenditure.

Rule 6 – Budget and Programme

Fin R 6.1 The Conference's income and expenditure shall be provided for in an annual budget drawn up against the background of the provisions of Article IV.3.f), g), and h) of the Agreement.

Fin R 6.2 Each Special Project shall be covered by separate financial provisions, the examination and voting of which shall be confined to the Member States participating in the Special Project concerned.

Fin R 6.3 The annual ordinary budget shall include the whole of the Conference's operating expenses.

Fin R 6.4 The Conference may incur expenditure outside the indicative scheme and include it in its budget provided that this expenditure is balanced by an income from an external source and is agreed by the Conference to be in its interest.

PART II – ESTABLISHMENT OF THE BUDGET

Rule 7 – Preparation of the Budget

Fin R 7.1 The detailed budget estimates of income and expenditure for the next financial year shall be drawn up in time to be presented by the Director of EMBO to the Finance Committee four (4) weeks prior to its session.

Fin R 7.2 Estimates shall apply to income and expenditure for the year in which they will occur.

Fin R 7.3 The estimates shall be grouped in chapters, themselves broken down into sections, which may in turn be broken down into items. Chapters shall cover the main sectors of activity and the administrative costs; within each chapter, the sections shall cover the various categories of expenditure.

Fin R 7.4 The estimates shall be accompanied by:

- a)** the indicative scheme for the realization of the General Programme referred to in Article IV.3.f) of the Agreement;
- b)** the provisional estimate of expenditure referred to in Article IV.3.h) of the Agreement;
- c)** a detailed statement of the approved budget for the current financial year;
- d)** details of receipts and payments for the preceding financial year, together with an explanation of any significant deviations from the

approved appropriations;

e) any comments that the Director of EMBO may consider appropriate;

f) a recapitulatory table showing the activities and financial resources of EMBO for the current and immediately preceding financial years, accompanied by a summary of its future activities and financing.

Rule 8 – Consideration and Approval of the Budget

- Fin R 8.1** The budget estimates shall be submitted to the Finance Committee, which shall evaluate and formulate its recommendation to the Conference; the Director of EMBO shall then transmit the budget estimates and the recommendations of the Finance Committee to the Conference for final approval.
- Fin R 8.2** The budget of the Conference normally should be considered and approved at its first annual meeting.
- Fin R 8.3** Before the beginning of the next financial year, the Conference shall approve the budget and determine according to Rule 13 (1) the size of the contribution to be paid by each Member State.
- Fin R 8.4** In the event that the budget not be approved before the beginning of the financial year to which it applies, the Conference as a matter of urgency shall take appropriate measures for a maximum period of four months, based upon the average rhythm of expenditure budgeted for in the year preceding that in question. In the absence of alternative decisions by the Conference, payments shall be made in respect of expenditure already approved in principle by the Conference, but shall be limited each month to one twelfth (1/12) of the appropriations for the preceding financial year for the chapter concerned or to one twelfth (1/12) of the appropriations proposed for the corresponding chapter of the draft budget being considered, whichever is the less.

Rule 9 – Supplementary or Revised Budget

- Fin R 9.1** In exceptional circumstances, involving substantial changes in the complete budget, supplementary or revised budget estimates, in a form and by a procedure analogous to that specified in Rules 7 and 8 above, may be submitted at any time during a financial year.
- Fin R 9.2** No resolution the implementation of which entails additional expenditure shall be deemed to have been passed by the Conference unless the latter has also approved the corresponding estimates of income.

PART III – IMPLEMENTATION OF THE BUDGET

Rule 10 – Powers

Fin R 10.1 According to Article II.2 and V.3 of the Agreement and according to Rule 5.1 of the Rules of Procedure the Director of EMBO executes the General Programme and Special Projects of the Conference. He/She is bound by the instructions of the Conference. The appropriations approved by the Conference shall constitute authorization to the Director of EMBO to incur the obligations and make payments for the purposes for which the appropriations were approved and up to the amounts that were approved; and to call up contributions from Member States in conformity with Rule 13 below.

Fin R 10.2 During the course of a financial year the Conference shall be kept informed by the Director of EMBO at least twice per year of the financial situation of the Conference and of that of EMBO. If income set out in Rule 13 is less than the appropriations or if expenditure is in excess of the appropriations, the Director of EMBO shall ensure initially that expenditure shall be constrained. The Conference shall decide on the appropriate course of action at its next meeting.

Rule 11 – Budget Appropriations

Fin R 11.1 Transfers of appropriations by the Director of EMBO from one chapter of the budget to another shall be possible for sums of up to 10% of the chapter allocation subject to a maximum sum of 100,000 EURO (subject to review every five years). Transfers in excess of this shall be subject to prior acceptance by the Conference.

Fin R 11.2 Appropriations shall remain available for the following year to the extent that they are required to discharge the obligations incurred. At the end of the following financial year the Conference shall decide on the appropriation of the then remaining balance.

Rule 12 – Financing

Fin R 12 The Conference's budgetary expenditure shall be met out of:

- a) the contributions of Member States;
- b) gifts, bounties, miscellaneous income and any other means accepted by the Conference;
- c) any balances of funds corresponding to appropriations uncommitted at the end of a financial year which shall be carried forward to the next year's budget and used to reduce the contribution of Member States, except where the Conference decides to the contrary.

Rule 13 – Contributions of Member States

- Fin R 13.1** Member States shall contribute to the Conference's expenditure in accordance with the scale to be determined by the Conference under the terms of Article VII of the Agreement in so far as such expenditure is not covered by other means.
- Fin R 13.2** After the Conference has adopted the budget, the Director of EMBO shall inform the Member States of the amounts of their contributions.
- Fin R 13.3** The Member States' annual contributions may be paid in up to four (4) annual instalments, as agreed with the Director of EMBO.
- Fin R 13.4** The contribution, or the first of the contributions to be made in equal parts, for any given year shall be due not later than 31 January of the year in question, save where the Director of EMBO has authorized a departure from this procedure in any particular case.
- Fin R 13.5** Interest at 7% p. a. will be charged on the portion of a Member State's contribution that has not been paid four (4) weeks after the due date.
- Fin R 13.6** Upon receipt, contributions paid by Member States shall be posted in the books; the Director of EMBO shall acknowledge their receipt.
- Fin R 13.7** On the admission of a new Member State or the withdrawal of a Member State, the Director of EMBO shall arrange for a new scale of contributions to be worked out; the new scale shall take effect at the beginning of the financial year following, as provided for in Article VII of the Agreement.
- Fin R 13.8** The contributions of Member States shall be paid in EURO. The Conference may, however, in the light of its requirements, request that they be paid in whole or in part in any other currency.

Rule 14 – Commitments and Payments

- Fin R 14.1** In implementing the budget, the Director of EMBO shall take all necessary measures to keep commitments separate from outgoing payments.
- Fin R 14.2** The Director of EMBO shall ensure that each commitment is in accordance with the provisions of the budget, that its terms are in the Conference's interests, that the persons carrying out the operation are duly authorized to do so, and that the Conference's cash situation is such as to allow the commitment to be met.
- Fin R 14.3** Every commitment shall be in writing and embodied in a document setting forth the Conference's rights and obligations.
- Fin R 14.4** The Director of EMBO shall ensure that every payment is made on the basis of a voucher or other paper of equal worth and that it relates to a proper commitment and to a money obligation of the Conference.

Rule 15 – Accounts and Accounting

- Fin R 15.1** The Director of EMBO shall ensure that the necessary books are kept. Annual accounts in the same form as the budget, and in no less detail, shall be submitted to the Finance Committee not later than four (4) weeks prior to its session and shall show for the financial year concerned:
- a) the Conference's total income and expenditure.
 - b) the position regarding budget appropriations, including:
 - (i) the original appropriations;
 - (ii) approved expenditure in excess of the agreed appropriations, and transfers of appropriations;
 - (iii) any other income; and
 - (iv) the amounts charged against these appropriations and other income.
 - c) the Conference's financial assets and liabilities.
 - d) the position regarding contributions from Member States, including the amounts due and outstanding at 31 December of each year.
- Fin R 15.2** The Director of EMBO shall also provide the Conference with such other information as may help to clarify its financial position.
- Fin R 15.3** The Director of EMBO shall, not later than 31 March of each year, submit the accounts for the previous financial year in the form described above to the external auditors.

Rule 16 – Management of Funds

- Fin R 16** The Director of EMBO may invest, subject to advice from the Finance Committee, monies not immediately needed for the Conference's operations. Income derived from investments shall be utilized as general income.

Rule 17 – Audit

- Fin R 17.1** **Internal Audit**
- a) The Director of EMBO shall make all necessary arrangements for the internal auditing of the Conference's accounts with the object of checking the propriety of all transactions affecting income and expenditure and the administration and utilization of the Conference's financial resources and other controls, and of verifying that such transactions are in accordance with the financial and budgetary rules in force.
 - b) The internal auditor for the Conference shall present reports to the Director of EMBO and to the Chair of the Finance Committee. A copy of such reports should be delivered by the internal auditor to the external auditors before 31 March annually.

a) In conformity with Article VII.5 of the Agreement, the accounts of the Conference and those of the EMBO relating to its execution of the General Programme of the Conference shall, not more than three (3) months after the close of each financial year, be submitted to auditors designated by the Conference on the proposal of Member States and replaceable only by the Conference itself.

The auditors are designated for a period of three (3) years and shall be eligible for redesignation once.

b) Their terms of reference shall require the auditors to verify:

(i) that the annual accounts are in accord with the books;

(ii) that the financial transactions recorded in the books are in accordance with the financial and budgetary rules; and

(iii) that the securities and monies on deposit and in hand have been verified by certificate received direct from the depositories or by actual audit.

They shall also report upon the efficiency of the financial operations and may comment upon the financial procedures, accounting system and internal financial controls that are employed.

c) The Director of EMBO shall provide the auditors with any information and/or documents they may need for the proper discharge of their functions.

d) The auditors' report shall be transmitted to the Director of EMBO who shall submit it to the Finance Committee two weeks before the Finance Committee convenes and to EMBO Council. The Director of EMBO shall transmit any comments upon it to the Finance Committee for consideration at its next meeting.

e) The auditors shall have no power to disallow financial transactions, but shall bring to the notice of the President, the Secretary General of the Conference and the Director of EMBO, in a timely manner, any transaction that appears to them of doubtful financial wisdom, legality or propriety.

f) The external auditors can be invited to attend the meetings of the Finance Committee and the Conference, in which the auditors' report is discussed.

Rule 18 – Final Provisions

Fin R 18.1 These Financial Rules shall come into effect on the date of their adoption by the Conference by the procedure laid down in Article IV.3.j) of the Agreement.

Fin R 18.2 They may be amended by the Conference by the same procedure.