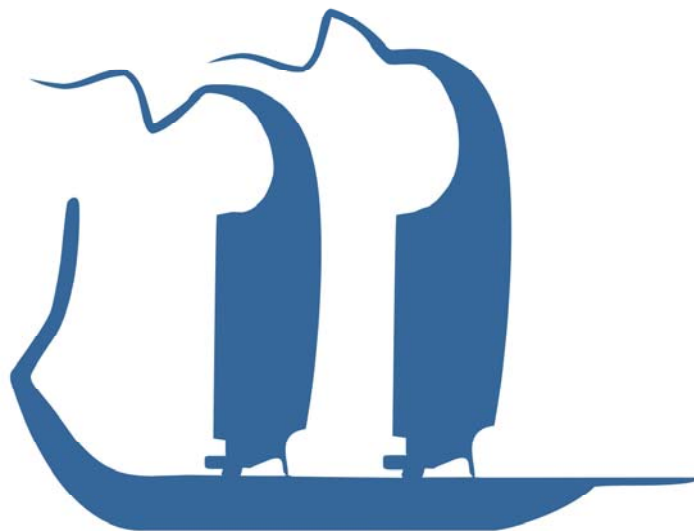


Statutes and By-Laws

of the

PACIFIC SCIENCE ASSOCIATION (PSA)

(revised June 2007)



**PACIFIC SCIENCE
ASSOCIATION**

PSA STATUTES

I. Name

1. The Pacific Science Association (PSA), hereinafter referred to as the "Association," is a regional, nongovernmental, scientific organization.

II. Objectives

2. The main objectives of the Association are:
 - a) to promote cooperation and communication in science and technology among the communities of the Pacific region;
 - b) to review common scientific concerns and priorities in the Pacific Basin and to provide a multidisciplinary forum for discussion of these concerns through Congresses and Inter-Congresses and other scientific meetings;
 - c) to stimulate study of scientific problems of the Pacific region directly affecting the prosperity and welfare of its people;
 - d) to strengthen the bonds among Pacific peoples by promoting a feeling of community among the scientists of all the Pacific countries.
3. As a means of attaining these objectives, the Association shall:
 - a) sponsor Pacific Science Congresses, Inter-Congresses, and other meetings;
 - b) encourage the conduct of scientific and technological research in the Pacific region;
 - c) strengthen scientific communication, training, and education amongst scientists in the Pacific region; and
 - d) cooperate with national, regional, and international organizations, governmental, nongovernmental and intergovernmental, whose aims are consonant with those of the Association.
4. In these Statutes, science is to be read as including both natural and human sciences.
5. In pursuing these objectives, the Association shall observe the basic policy of nondiscrimination and affirm the rights of scientists throughout the world to adhere to, or to associate with, international scientific activity without regard to race, religion, political philosophy, ethnic origin, citizenship, language, or sex. The Association shall recognize and respect the independence of the internal scientific planning of its members and the scientific communities they represent.

III. Membership

6. The Members of the Association are its Adhering Organizations, each of which represents a scientific community in a country or in a definite geographical area within or bordering the Pacific Ocean or having major scientific interests in the region.
7. There shall be only one Member of the Association for each such scientific community; in these Statutes, the term "scientific community" is applicable to scientists of a country or of a definite geographical area.
8. An Adhering Organization shall be an academy, research council, academic institution, scientific institution or association of institutions within a scientific community.
9. Each Adhering Organization shall be responsible for the payment of an annual subscription to the Association on behalf of its scientific community.
10. Each Adhering Organization is encouraged to form a Pacific Science committee representative of its scientific community to advise on and facilitate its participation in the affairs of the Association.
11. Applications for membership in the Association shall be submitted to the Secretary-General and acted upon by the Council of the Association.

IV. Associates

12. Associates may adhere to the Pacific Science Association in three categories:
 - a) Associate Scientific Institutions;
 - b) Corporate Associates; and
 - c) Individual Associates.
13. An Associate Scientific Institution of the Association shall be any scientific academy, research council, educational institution, or similar body, or a scientific society or group of scientific societies, or a library or museum having continuing scientific interests in the Pacific region other than an Adhering Organization.
14. Corporate Associates shall be commercial and industrial organizations, research and development institutions and laboratories, and any similar bodies interested in the aims of the Association.
15. Individual Associates shall be persons sharing the aims of the Association.
16. Associates of all categories shall be responsible for the payment of an annual subscription to the Association in amounts determined by the Council of the Association.
17. Associates shall receive information bulletins, advance notices about Congresses, Inter-Congresses, and other meetings sponsored by the Association, and other appropriate information and publications as determined by the Council.

V. Observers

18. Existing international organizations, whose aims and purposes are in harmony with those of the Association, may be designated as Observers and receive regularly invitations to be represented at the Council of the Association as well as at Pacific Science Congresses and Inter-Congresses. Observers and other guests may be invited to attend sessions of the Council at the discretion of the President of the Association.

VI. Organization of the Association

19. The work of the Association shall be conducted by:
 - a) The Pacific Science Association Council;
 - b) The Executive Board of the Association;
 - c) Standing, Scientific, and Ad Hoc Committees (including Working Groups and Task Forces) as may be established by the Council;
 - d) The Secretariat.

VII. The Council

20. The Council consists of the delegates of the Adhering Organizations. It is the highest authority of the Association and shall determine its general policy.
21. In particular, the Council shall have the following powers and obligations:
 - a) to review the scientific activities and the administration of the Association since the end of the previous ordinary session of the Council;
 - b) to receive the scientific and financial reports of the Congress or Inter-Congress organizing committee;
 - c) to consider and decide upon the time and place of the next Congress or Inter-Congress;
 - d) to evaluate the work of bodies created by the Association;
 - e) to authorize the appointment or reappointment of any Standing, Scientific, or other Committees it may deem necessary for the work of the Association;
 - f) to approve the proposed budget for the period until the next ordinary session of the Council, to examine and approve the audited accounts for the period since the previous ordinary session of the Council, to discharge the Treasurer from liability, and to set the scale of annual subscriptions to be paid by Adhering Organizations and Associates;

- g) to consider and to decide on each application for membership as an Adhering Organization;
 - h) to receive lists from the Secretariat of the Scientific Institution Associates and Corporate Associates of the Association and summaries of Individual Associates by country or area.
 - i) to terminate, if it so decides, the membership of any Adhering Organization that has failed to fulfill its obligations;
 - j) to elect the officers of the Association (President, Vice-President, Secretary-General and Treasurer) and the ordinary members of the Executive Board;
 - k) to adopt, amend, or interpret the Statutes and By-Laws of the Association; and
 - l) to deal with any other item that may be referred to it.
22. An ordinary session of the Council shall normally be held during a Congress or Inter-Congress but may be convened on other occasions as required; an extraordinary session of the Council may be summoned by the President of the Association with the consent of the Executive Board or if requested in writing by at least one-third of the members.
23. The proposed agenda of the Council shall be determined by the Executive Board of the Association. Items proposed for inclusion in the agenda must normally be received by the Secretary-General at least two months before the date fixed for an ordinary session of the Council. The agenda of the Council shall be communicated by the Secretary-General to all members of the Association, to the Chairs of Scientific Committees, to Associates, and to members of the Executive Board at least one month before the first day of the session. The proposed agenda shall be posted on the PSA website two weeks prior to the session.

VIII. Delegates and Representatives

24. Each Adhering Organization shall have the right to appoint delegates in a number determined by the Group in which its adherence falls [Statute 49]. An Adhering Organization shall specify the category of membership in which it wishes to be classed and shall pay annually the number of subscription units for its category. An Adhering Organization in Group I shall have the right to appoint one delegate, an Adhering Organization in Group II shall have the right to appoint not more than two delegates, and an Adhering Body in Group III shall have the right to appoint not more than three delegates.
25. All Council decisions shall be made by a majority of votes of the delegates present and voting except as specified in Statute 61. Each of the delegations present at a Council meeting shall have one vote only, except for items covered under Statute 21-f), in which case up to three delegates may vote depending on the category of annual subscription. One person shall not serve as a member of more than one delegation. The officers should attend sessions of the Council but have the right to vote only if they are a delegate. In the event of an equality of votes, the President, as Chair of the session, shall have a casting vote.
26. Associate Scientific Institutions and Corporate Associates may appoint nonvoting representatives to meetings of the Council.

IX. The Executive Board of the Association

27. The Executive Board, which shall be responsible to and report to the Council, shall consist of the officers of the Association, up to four ordinary members elected from the Council for this purpose at the Council session held during each Congress, and the Chair of the next Congress and Inter-Congress (*ex-officio*). [See Statute 33.] The President of the Association shall serve as Chair of the Executive Board. The President may invite individuals to attend a meeting of the Board as observers, for special purposes.
28. The terms of reference of the Executive Board are:
 - a) to review the scientific activities of the Association and its Scientific Committees (including Working Groups and Task Forces) between sessions of the Council;
 - b) to consider scientific priorities of the Association and recommend appropriate action(s) between ordinary sessions of the Council;
 - c) to recommend to the Council the creation or dissolution of Standing, Scientific, or other Committees or Task Forces;
 - d) to examine membership applications and recommend to the Council appropriate action and to consider and accept applications for adherence as Associate Scientific Institutions and Corporate Associates;
 - e) to prepare the agenda for the Council;
 - f) to propose, [after receiving advice from the Finance Committee] a budget for the Association, the scale of annual subscriptions to be paid by Adhering Organizations and Associates, and the disbursement of grants for scientific and operational purposes from Association funds; and
 - g) to oversee the affairs of the Association and to deal with all other matters as required between sessions of the Council.
29. The Executive Board shall meet normally at least once annually. The Agenda shall be distributed to all Members of the Association at least one month before the first day of the session.
30. Each officer and each ordinary member has one vote; the President also has a casting vote.
31. Observers and additional participants may attend sessions of the Executive Board (without voting rights) on the invitation of the President.
32. Any action required or permitted to be taken at any meeting of the Executive Board or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board, or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

X. Officers

33. The Officers of the Association are:
 - a) The President
 - b) The Vice-President
 - c) The Secretary-General
 - d) The Treasurer
 - e) The Past-President
34. The President and Vice-President shall be elected for four-year terms each at ordinary sessions of the Council held adjacent to Congresses and shall hold office until the end of the last ordinary session of the Council held adjacent to the next Congress; these officers shall not be eligible for re-election to the same offices unless they have filled vacancies and served for the unexpired term of their respective predecessors.
35. The Secretary-General and Treasurer shall be elected for four-year terms each at ordinary sessions of the Council held adjacent to Congresses and shall be eligible for election to one further four-year term of office each. [Upon decision of the Council, these positions may be combined].
36. The Past-President shall serve as an officer for a four-year term following the termination of his/her period of office as President.
37. No person may serve on the Executive Board as an Ordinary Member for more than twelve consecutive years.
38. The Executive Board shall decide who shall undertake the duties of any of the Officers or Ordinary Members if they are unable to discharge such duties.

XI. Scientific Committees

39. Scientific Committees may be authorized by the Council upon the advice of the Executive Board for the purpose of encouraging the development of scientific and technological research and education, seeking solutions to important problems of Pacific interest, and aiding in the dissemination of scientific and technological information. These Committees shall be responsible to the Executive Board and ultimately to the Council, which shall evaluate their work. Scientific Committees are authorized to raise and disburse funds for their activities based on approved work plans and budgets. The Committees shall assist the Executive Board and the Council in identifying significant needs in terms of regional cooperation and in recommending a course of action.
40. The Chair of each Scientific Committee shall submit a written report on committee activities and accomplishments and an outline of future activities prior to each Inter-Congress and Congress.

41. The tenure of all Scientific Committees concludes at each Congress. The Council may reappoint a Committee provided it is satisfied that a useful program of work within the terms of reference is feasible in the coming period between Congresses.
42. The Executive Board of the Association shall appoint the Chair of each Committee and shall approve the memberships of the Committees as proposed by the Committee Chair. The Chairs of Scientific Committees, or their representatives, have the right to attend sessions of the Council but shall not have the right to vote.

XII. Scientific Task Forces

43. Scientific Task Forces may be authorized by Council on the advice of the Executive Board for the purpose of furthering scientific developments in multidisciplinary or interdisciplinary areas that have been identified by Council as important to Pacific interests. These Scientific Task Forces shall be responsible to the Executive Board and ultimately to Council, which shall evaluate their work. Scientific Task Forces are authorized to raise and disburse funds for their activities based on approved work plans and budgets. The Scientific Task Forces shall assist the Executive Board and Council in identifying significant needs in terms of regional cooperation and in recommending a course of action.
44. The Chair of each Scientific Task Force shall submit a written report on committee activities and accomplishments and an outline of future activities prior to Council meeting at each Inter-Congress and Congress.
45. The tenure of all Scientific Task Forces concludes at each Congress. The Council may reappoint a Task Force provided it is satisfied that a useful program of work within the terms of reference is feasible in the coming period between Congresses.
46. The Executive Board of the Association shall appoint the Chair of each Task Force and shall approve the memberships of the Task Forces as proposed by the Task Force Chair. The Chairs of Scientific Task Forces, or their representatives, have the right to attend sessions of the Council but shall not have the right to vote.

XIII. Standing and Ad Hoc Committees

47. In the furtherance of its work, the Council may also authorize Standing and Ad Hoc Committees for specific tasks. Members, including the Chairs, shall be appointed by the Executive Board.
 - a) Standing Committees of the Association include:
 - 1) the Finance Committee,
 - 2) the Committee on Scientific Activities,
 - 3) the Committee on Structure and Statutes, and
 - 4) the Committee on Publicity and Communications.

- b) Ad Hoc Committees include:
 - 1) the Nominating Committee,
 - 2) the Council Resolutions Committee, and
 - 3) the International Program Committees for Congresses and Inter-Congresses.

48. Should vacancies in committee chairs occur between sessions of the Council, these may be filled by the Executive Board, which is also empowered to create Ad Hoc Committees between Council sessions as required.

XIV. Finance

49. The funds of the Association shall be obtained from:

- a) the annual subscriptions of its Adhering Organizations and Associates;
- b) subventions, grants, donations, levies, and legacies accepted by the Treasurer on behalf of the Association and must be reported to the Executive Board for confirmation.
- c) revenue from capital investment; and
- d) registration fees.

50. Each Adhering Organization shall pay annual subscriptions within schedules determined by the Council. Each Adhering Organization shall choose its own category for payment of subscriptions within the approved schedules.

| ANNUAL SUBSCRIPTIONS FOR ADHERING ORGANIZATIONS | | | | | |
|---|-------|---------------------------|-------|----------------------------|-------|
| Group I (1 delegate) | | Group II (2 delegates) | | Group III (3 delegates) | |
| Subgroup | Units | Subgroup | Units | Subgroup | Units |
| A | 1 | A | 15 | A | 50 |
| B | 3 | B | 20 | B | 60 |
| C | 5 | C | 25 | C | 70 |
| D | 7 | D | 30 | D | 85 |
| E | 10 | E | 40 | E | 100 |

The Council shall establish the amount of the subscriptions for Associates following an examination of the budget and a report from the Finance Committee.

51. In the event of resignation or cancellation of membership of an Adhering Organization or an Associate, the member concerned shall forfeit all rights to the assets of the Association from the moment of ceasing to be a member.
52. In the event of the dissolution of the Association, its assets shall be ceded to one or more charitable organizations to be utilized in conformity with the aims of the Association.
53. On request, the Association may reimburse the expenses of members of the Executive Board for attendance at its meetings. It may also reimburse previously approved expenses properly incurred in the conduct of Association business.

XV. Secretariat

54. The Secretariat of the Association shall be located at a site determined by the Council. The Executive Secretary and Senior staff members shall be appointed by the Executive Board. The work of the Secretariat shall be conducted under the supervision of the Secretary-General. [See By-Law 3.2]
55. The Secretariat shall provide on-going liaison; meet the information and communication needs of the Association; serve the membership, the Officers, the Executive Board, the Council, and all other bodies of the Association including, to the extent possible, those involved in the organization of Congresses and Inter-Congresses; and cooperate with other scientific organizations and scientists.
56. The Secretariat shall serve as a depository of the archives and records of the Association.

XVI. Meetings and Other Activities

57. The Association shall sponsor Pacific Science Congresses and Inter-Congresses. A report on the scientific outcome and financial aspects of Congresses shall be made to the Council.
58. Standing, Scientific, or Ad Hoc Committees and Task Forces may, in the course of their programs, organize special meetings during or between Congresses or Inter-Congresses under the sponsorship of the Association with the knowledge of the Executive Board.
59. The Association may co-sponsor scientific symposia, meetings, and other activities whose objectives are fully compatible with those of the Association. Such co-sponsorship shall include giving all possible help in selecting participants and in issuing invitations but will not usually include financial assistance.

XVII. Liability

60. The Liability of each member of the Association, as defined in Statutes III and IV, is limited to the amount of that member's subscription.

61. The Association and bodies created by it may not incur expenditures in excess of the funds at their disposal.

XVIII. Amendments

62. Amendments to the Statutes may be made only at a meeting of the Council by a vote of not less than two-thirds of the delegations present and voting and only if the amendment shall have been proposed by one of the Adhering Organizations and if notice of the proposed amendment shall have been given to the Council not less than two months in advance.

The Secretariat shall notify all of the Adhering Organizations of proposed amendments.

PSA BY-LAWS

1. Voting Procedures

- 1.1 Decisions of the Council shall be by a majority of the votes of those present and taking part, except as specified in Statute 61. Decisions of the Executive Board shall be by a majority of the votes of those present and taking part. In the case of an equal division of votes, the Chair shall decide. Fifty percent (50%) of the membership of the Executive Board shall constitute a quorum. Voting by proxy shall be allowed if the Executive Board member designates a proxy to the President and Secretary-General, by written notification, no less than one week before the Board Meeting.
- 1.2 The election of the President, Vice-President, Secretary-General, Treasurer, and the ordinary members of the Executive Board shall be by secret ballot.
- 1.3. All majorities shall be calculated on the basis of the total number of affirmative and negative votes actually cast; absences, failure to vote, and abstentions shall not be taken into account.

2. Election of Officers and Ordinary Members of the Executive Board

- 2.1 The Secretary-General shall, in time for replies to be received three months in advance of an ordinary session of the Council, invite the Adhering Organizations to propose a single name for each of the offices of President, Vice-President, and Secretary-General and Treasurer and for the ordinary members of the Executive Board.
- 2.2 A slate for election by the Council shall be prepared by a Nominating Committee and distributed two months in advance of the date fixed for an ordinary session of the Council.
- 2.3 At the time of the Council, additional nominations to the list of names previously proposed may be made from the floor, provided that each such nomination has the support of at least five Adhering Organizations.

3. Responsibilities of the Officers

- 3.1 a. The President shall be the Chair of all meetings of the Council and of the Executive Board. The President shall be responsible for the implementation of the policy of the Association and shall direct the activities of the Association between meetings of the Executive Board;
- b. On the advice of the Executive Board, the President may invite any scientist to an ordinary or extraordinary session of the Council or Executive Board;
- c. The President may, with the consent of the Executive Board, delegate some of his or her power to one or more Officers of the Association; and
- d. The President shall submit a report to the Council on the scientific work of the Association.

- e. In the event of the President's being unable for any reason to chair a meeting of the Council or the Executive Board, the Vice-President will take the chair, or in the absence of the Vice-President, the Council or Executive Board will elect a temporary chair.
- 3.2 a. The Secretary-General shall be generally responsible for all matters concerning the overall administration of the Association; the Secretariat shall be responsible for the day-to-day administration; and
 - b. The Secretary-General shall serve as Secretary of the Council and of the Executive Board.
 - c. The Secretariat shall arrange for meeting of these bodies; prepare and distribute agendas and minutes of all their meetings; attend to correspondence; prepare and distribute publications, and assure the safekeeping of the records of the Association.
 - 3.3 a. The Treasurer shall be responsible to the Council and to the Executive Board for all financial affairs of the Association;
 - b. The Treasurer shall supervise the collection and disbursements of funds; and
 - c. The Treasurer shall present to the Council, after discussion with the Executive Board, a projected budget for the following biennium.
 - d. The Secretariat shall maintain records of all financial transactions and submit an audited report to the Council.
 - 3.4 The Secretary-General and the Treasurer shall be assisted by the Executive Secretary and such other Secretariat staff as may be approved by the Officers. The salaries and terms of appointment of all members of the Secretariat staff shall be approved by the President and the Treasurer.
 - 3.5 The Vice-President and the Past-President shall serve as members of the Executive Board and assist the President and the Secretary-General and the Treasurer in conducting the affairs of the Association and in carrying out the responsibilities of the Executive Board.

4. Resignation and Expulsion of Members

- 4.1 Any Adhering Organization wishing to resign from the Association shall give three months notice in writing, addressed to the President.
- 4.2 Any Adhering Organization which is in arrears with dues payments for two (2) years shall have observer status until the outstanding dues are paid, or until the Council agrees to waive any outstanding dues and annual payments are resumed.
- 4.3 The Council may, with the agreement of a majority of at least two-thirds (2/3) of the votes of those present and taking part, expel any Member which has failed to fulfill its obligations.

5. Terms of Reference of Standing and Ad Hoc Committees

- 5.1 The Committee on Finance shall consist of five (5) appointed members, at least three (3) of whom shall be members of the Council, and the Treasurer as an *ex-officio* member. The Chair

shall be appointed by the Council. It shall study in appropriate detail the finances of the Association and make regular reports and recommendations on all financial matters to the Executive Board and Council. The Chair of the Finance Committee normally attends meetings of the Executive Board in an *ex-officio* capacity.

- 5.2 The Committee on Scientific Activities shall consist of up to eight (8) members, at least three (3) of whom shall be members of the Council, appointed by the Executive Board, with the Secretary General serving as an *ex-officio* member. The Vice-President shall serve as the Committee Chair. It shall advise the Association with regard to current and prospective scientific activities; it shall assist the Executive Board in reviewing the work of the Scientific Committees; it shall provide a forum for communications among the Scientific Committees; and it shall make regular reports and recommendations to the Executive Board and Council regarding the affairs of the Scientific Committees of the Association.
- 5.3 The Committee on Structure and Statutes shall consist of up to six (6) members of the Council appointed by the Executive Board with the Secretary-General serving as the Chair. It shall advise the Association on questions dealing with the Statutes and Rules of Procedure and on matters related to the structure of the Association.
- 5.4 The Publications and Communications Committee shall consist of up to four (4) members, at least one of whom shall be a member of the Council, appointed by the Executive Board. The Chair will normally be the Council member of the Committee.
- 5.5 The Nominating Committee shall consist of the President, Past-President, and the members of the Executive Board who are not standing for re-election. Additional members may be appointed by the Executive Board. The Committee shall present to the Council the names of candidates for election to the offices of President, Vice-President, Secretary-General, Treasurer, and of candidates for election as ordinary members of the Executive Board.
- 5.6 The Council Resolutions Committee shall consist of four (4) members appointed by the Council at the suggestion of the Executive Board. It shall collate, edit, and present the resolutions for adoption by the Council.
- 5.7 An International Program Committee will be formed for each Congress and Inter-Congress to assist with local organizers and oversee the preparation of the scientific program. The Chair and Members will be appointed by the Executive Board in consultation with the local organizers.
- 5.8 For purposes of voting, the quorum of the Council shall be 50 percent of the membership or the nearest whole number above 50 percent.

6. Honors and Awards

- 6.1 Medals or other appropriate awards honoring distinguished achievement in Pacific science and technology may be conferred at Congresses or Inter-Congresses when creation of such an award has been approved by the Council. (The Herbert E. Gregory Medal, first awarded in 1961, was established to honor the Founder of the Pacific Science Association; the Shinkishi Hatai Medal, first awarded in 1966, was established in honor of a distinguished leader in Pacific marine biology.)

- 6.2 The Council may confer Honorary Life Fellowship to the Pacific Science Association upon scientists who have given distinguished service either directly to the Association or by furthering the objectives for which the Association was founded.

7. Modifications of the By-Laws

- 7.1 Amendments to the By-Laws may be made at a Council meeting by a vote of not less than two-thirds (2/3) or those present and voting if due notice of the proposed amendment(s) shall have been given to the Secretary-General two (2) months before the dated fixed for the Council.