

## **Internal Regulations of ESPRit**

Approved by the AGM, 29 June 2023

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### **Section 1 - General Provisions**

#### Article 1

1. European Society for Periodical Research, hereinafter referred to as ESPRit or the Society, is an association according to Article 2:3 of the Dutch Civil Code.
2. Some abbreviations and terms used in this document:
  - a. IR - Internal Regulations (also known as bylaws)
  - b. AGM – Annual General Meeting
3. These IR are an addition to the existing Articles of Association (also known as Statutes) of ESPRit
4. The financial year runs concurrently with a calendar year.

### **Section 2 - Purpose of the Society**

#### Article 2

1. ESPRit aims to bring together researchers from different disciplines working in the field of periodical research, and to form a platform to advance periodical research.
2. It seeks to achieve this goal through:
  - a. Organising an annual conference.
  - b. Hosting seminars.

- c. Supporting its official journal, the Journal for European Periodical Studies (JEPS) published by the University of Gent.
- d. Circulating information to its members through an email list service.
- e. Publishing relevant information for its members on the society website.
- f. Awarding prizes to periodical researchers.

### **Section 3 - Membership admission**

#### Article 3

- 1. Anyone interested in periodical research may become a member of ESPRit by filling in the registration form on the website of ESPRit and paying for the membership fee.
- 2. The application form should include at least: name, address, e-mail address, affiliation.
- 3. Membership can start at any given time during the year. Invoices for the annual membership fee will be sent out annually on the date of first registration.
- 4. Members are expected to abide by the Internal Regulations of ESPRit, and by means of this article implicitly to the Statutes of ESPRit.

### **Section 4 - Membership**

#### Article 4

- 1. ESPRit has two types of members:
  - a. Ordinary members
  - b. Honorary members
- 2. Ordinary members are members who have active and passive voting rights and pay dues.
- 3. Honorary members are those who have been appointed honorary members by the AGM due to exceptional merits for the society. They have neither active nor passive voting rights and do not pay dues.

#### Article 5

- 1. Ordinary members shall have the right to convene an AGM, if the conditions indicated in section 6 are met. Ordinary members shall have active and passive voting rights in an AGM and may submit written or oral motions during the AGM.
- 2. Members are not authorised to enter into legal acts on behalf of the society without the express consent of the Board.

#### Article 6

- 1. Termination of membership shall be effected by written, or electronic, notification addressed to the ESPRit Board.

## Article 7

1. The Board has the possibility to suspend a member.
2. Suspension on behalf of the society may be effected if a member acts contrary to the law, Statutes, IR or resolutions of the society, unreasonably prejudices the society, benefits financially from the activities, which it undertakes for the benefit of the society, or fails to fulfil its obligations towards the society.
3. The Board shall motivate a suspension in writing in a proper manner.
4. A suspension deprives the member concerned of the right to vote at the AGM and to participate in activities from which the Board excludes the member by written or electronic notification of exclusion.
5. The member concerned is entitled to appeal to the AGM within one month from receipt of notification. During this period, the member is suspended. The suspension shall be finalised when the AGM approves it with a two-thirds majority of the votes cast.
6. If the suspension and expulsion take place in the course of a calendar year, the member shall continue to owe contribution for the full year. Dues already collected cannot be reclaimed.

## Article 8

1. Ordinary members shall pay an annual membership fee. There will be a reduced fee for postgraduate, unaffiliated, and retired members.
2. Founding Membership is granted to any member who makes a substantial initial donation.
3. The amount of the annual contributions is determined by the AGM. Changes to the membership fees may be proposed by the Board, the Advisory Board, the Committee, or at least five members.
4. The Board is authorised to grant full or partial exemptions from contribution in special cases.
5. Dues must be paid via Paypal, credit card or bank transfer.
6. On cancellation of membership, the contribution already paid for that year cannot be requested and therefore cannot be refunded. The Board is authorised to make an exception on a case by-case basis.

## **Section 5 - The Board**

### Article 9

The procedure for nominating candidates shall be as follows:

1. Candidates for a Board position are elected within the membership.
2. Any person wishing to stand for a Board position shall notify the Board in writing.
3. The Board shall inform members when candidacies will be opened and closed.
4. Information about candidates shall be distributed among members in advance of the AGM.

5. In case there are several candidates for a Board position, a vote will be taken for each candidate.

6. Voting will be by written ballot or through an electronic voting system. Voting members will be able to choose one of the following options regarding the voting object:

- a. For
- b. Against
- c. Blank
- d. Abstain

Where there is more than one voting object in the case of voting by office, voting members will have the option of choosing one of the following options:

- a. One of the candidates
- b. Blank
- c. Abstain

7. Members of the Board are entitled to vote during this procedure.

#### Article 10

1. As a rule, the discharge of the Board takes place during the AGM, if no member objects to it on the basis of the financial report and account of the previous year.

2. After discharge, former Board members can no longer be held responsible for Board affairs, unless these were not yet known at the AGM.

3. If any member present objects, the following procedure shall be followed:

- a. There is a closed vote per Board member deciding whether or not to grant discharge.
- b. If a Board member is not granted discharge, the AGM must state what it still expects from the Board member before discharge is granted.
- c. If a managing Board member is not granted discharge, the progress and/or discharge of the managing Board member concerned must be put on the agenda at the next AGM.

#### Article 11

1. The composition of the Board may vary from year to year.

2. The Board shall have at least the following functions:

- a. Chair
- b. Secretary
- c. Treasurer
- d. Vice-chair

3. In principle, the position of vice-chair will coincide with that of Secretary, unless the AGM decides otherwise.

4. In principle, the position of vice-chair cannot coincide with the position of chair or treasurer.

#### Article 12

1. The treasurer shall present the budget during the AGM, before the change of Board. This budget contains all expected income and expenditure for the entire calendar year.

2. The Board shall also present a liquidity forecast during the AGM. This liquidity forecast contains the financial situation of the society at that time and the still to be expected income and expenditure of the then current financial year as well as the income and expenditure as presented in the budget.

3. The Financial Audit Committee shall report to the AGM on the accuracy of the liquidity forecast.

4. The AGM may make any changes to the budget by majority vote.

5. The budget shall be adopted by a majority of the number of valid votes cast.

#### Article 13

1. The Board shall have the following tasks:

- a. The proper functioning of the society.
- b. Properly representing the society at society activities and in contacts with third parties
- c. Organising AGMs and Board meetings.

2. The chair's duties are:

- a. Leading the AGM, except if article 16 paragraph 2 of the IR comes into force
- b. Leading the Board meetings, unless the Board decides otherwise.
- c. Compiling the joint annual report.

3. The secretary shall be responsible for:

- a. Taking minutes of meetings, unless the Board decides otherwise.
- b. Keeping the minutes taken.
- c. Taking care of the society archives and secretariat.
- d. Handling ongoing correspondence.
- e. Maintaining the membership database.

f. Ensuring the presence of ballot papers or an electronic voting system, a membership list to check authorisations, a copy of the Statutes and a copy of the IR at membership meetings.

g. Ensuring that, at the end of each calendar year, all Board members deposit their archive documents as well as their annual report in the society archive.

4. The treasurer shall have the following duties:

- a. Managing the funds
- b. Collecting contributions

- c. Keeping a balance sheet and a statement of income and expenditure
- d. Preparing a budget.

#### Article 14

1. Board decisions shall be taken by an absolute majority of votes.
2. Major board decisions are taken after consulting the Advisory Board and the Committee.
3. Board meetings shall be held as often as the Board deems appropriate, and shall be open to both members and listeners, unless the Board decides otherwise.
4. The minutes of Board meetings shall be available on demand. If these minutes contain items that may harm persons or the society, the Board may decide to keep them out of the minutes until a date to be determined.
5. All Board members are authorised to perform financial actions independently up to an amount of €25. Approval by at least half of the Board shall be required for higher amounts.
6. For unforeseen expenses exceeding €150, the Board is obliged to inform the Committee and the Financial Audit Committee.

#### Article 15

1. The Board may suspend an individual Board member, if the Board is of the opinion that the individual Board member has shown serious shortcomings in managing the society, has acted contrary to the law, the Statutes or the IR, or has otherwise lost the confidence of the Board.
2. The suspended Board member shall lose all Board duties, rights and obligations belonging to the position during the suspension.
3. The Board shall convene an AGM within one month at which the Board shall submit and argue a motion of no confidence and at which the suspended Board member may defend themselves. The AGM shall then decide on the no-confidence motion. The no-confidence motion is passed by a majority of votes.

#### Article 16

1. The AGM may dismiss a Board member when a Board member resigns.
2. Individual Board members may be dismissed by the AGM by means of a vote of no confidence. A no-confidence motion may be submitted by at least five ordinary members at the AGM. The no confidence motion is passed by a majority of votes.
3. If the resigned officer is chair, secretary and/or treasurer, the AGM must decide as soon as possible either to reduce the number of Board members or to appoint a new Board member from a nomination by the Board or by five members. The AGM must take place within a period of one month after the resignation has been granted to the individual Board member.

#### Article 17

1. The Board may be dismissed by the AGM if the AGM is of the opinion that the Board has shown serious shortcomings in managing the society, has acted contrary to the law, the Articles of society or the HR, or has otherwise lost the confidence of the AGM.

2. The Board shall be dismissed by the AGM by means of a motion of no confidence in the Board adopted by the AGM
3. A no-confidence motion may be submitted by at least five ordinary members of the society.
4. A no-confidence motion against the entire Board shall be adopted by a majority of the votes cast.
5. If the Board has been dismissed by the AGM, the AGM shall immediately after the dismissal has been granted elect an interim Board from ordinary members of the society consisting of at least two persons.
6. The task of the interim Board is to convene an AGM and to perform acts relating to the daily management of the society. The AGM shall take place within one month after the resignation of the Board, at which meeting a new Board shall be elected.

## **Section 6 - The Annual General Meeting**

### Article 18

1. The AGM is the highest body of the society.
2. The AGM shall be headed by the chair of ESPRit. The AGM may at any time request the appointment of another chair of the meeting. If this request is accepted by an absolute majority, a new chair of the meeting will be elected from the midst of the AGM.
3. The AGM may grant permission to a non-member to speak.

### Article 19

1. AGMs may be held as often as the Board deems desirable or when the Articles of Association or the IR compel the Board to do so.
2. A regular member may convene an AGM if this request is made in writing, stating reasons. It must be signed by at least 10% of regular members. The member calling the AGM and those who have signed shall be deemed present at the AGM.
3. The ESPRit Committee and/or Financial Audit Committee may, when it sees reason to do so, require the Board to convene an AGM. This must be done with written reasons, and these must be sent along with the agenda of the relevant AGM.
4. In principle, convening the AGM shall take place at least two weeks prior to an AGM via e mail. An agenda containing the items to be voted on should be added to the invitation.
5. The Board undertakes to publish an agenda of that AGM, and any meeting documents, fourteen days before the start of the AGM via the usual communication channels.

### Article 20

1. Before the AGM begins, the secretary shall ascertain which members are present, enter their names in the minutes and verbally indicate the number of voting members present.

2. At the start of the AGM, the chair will explain the voting procedure and detail the various voting options. Members will be given the opportunity to ask questions if there are any uncertainties regarding voting.
3. All voting shall be open, unless the vote concerns persons.
4. A request by one of those entitled to vote for a written vote must be honoured.
5. An election committee shall be set up by the Board during the meeting, if voting is to be by ballot, to count the votes. The election committee shall consist of at least two members, who are not on the Board, have not put themselves up for election or are otherwise individually interested in any of the votes they are overseeing.
6. Members have the option to vote for, against, blank or abstain. An abstention does not count towards the total number of votes, a blank vote does.
7. All business and material proposals before the AGM shall be decided by a two-thirds majority of the votes cast, unless stipulated otherwise.
8. A ballot paper is invalid if several choices are filled in or if changes are made to the ballot paper.
9. A verdict pronounced at the meeting by the chair, that a decision has been taken, is binding. However, if immediately after the pronouncement of this verdict its correctness is disputed by a member, a new vote shall be taken if the majority of the meeting so requires.
10. If no decision can be taken, a new AGM shall take place within two weeks.

#### Article 21

1. Members shall each have one vote, unless authorised by other members entitled to vote.
2. Authorisation is possible on the understanding that each member may hold a maximum of two authorisations (and may therefore cast a maximum of three votes).
3. An authorisation shall consist of a written statement in which a member entitled to vote names another member who is authorised to vote in his place at the AGM.
4. If a handwritten authorisation is submitted, the authorisation must bear two signatures, one of the member giving the authorisation and one of the member being authorised.
5. If an electronic authorisation is submitted, both the member giving the authorisation and the member being authorised must send an email with an explanation to the secretary.
6. Authorisations must be reported to the secretary in advance and validated by the secretary, by checking the authorisation with the membership list. This can be done no later than five minutes before the start time of the meeting as stated on the agenda. Standing at a meeting, the insertion of authorisations is no longer allowed unless the AGM decides otherwise by an absolute majority.
7. Members attending the AGM online are allowed to vote through an electronic voting system.

#### **Section 7 - The Financial Audit Committee**



## Article 22

The Financial Audit Committee shall have the following duties:

1. Advising the AGM in its supervision of the financial management of the society in general.
2. Advising the AGM in its assessment of the society's financial statements as well as its operations. To this end, the Board must submit a balance sheet of income and expenditure and a budget to the Financial Audit Committee for inspection at least two weeks before the AGM.
3. The recommendations of the Financial Audit Committee are not binding on the Board or the AGM.
4. The Financial Audit Committee is authorised to force the Board to convene an AGM if, in their opinion, there are serious deficiencies in the financial management of the society.

## Article 23

Composition of the Financial Audit Committee:

1. The Financial Audit Committee shall have a minimum of two and a maximum of four members, of which Board members may not form part.
2. The members of the Financial Audit Committee shall have a term of office of two years. These terms of office shall vary per member, so that at least one member with one year of experience is on the audit committee at all times.
3. A member of the Financial Audit Committee shall be dismissed by the AGM upon expiry of the term of office, at the member's request, or if a two-thirds majority of the AGM deems it desirable.
4. The Financial Audit Committee must be approved by the AGM.

## **Section 8. The Advisory Board**

### Article 24

Purpose, tasks and powers of the Advisory Board

1. The purpose of the Advisory Board is to assist the AGM and the Board of the society in order to ensure continuity within the society.
2. The Advisory Board may give solicited and, if necessary, unsolicited advice to the Board and the AGM.
3. The Advisory Board has the right to convene an AGM if it has concerns about the functioning of the Board or the general wellbeing of the society.
4. The Advisory Board will, if explicitly requested by the Board or the AGM, act as a confidential committee for the Board, all committees or individual members.
5. To this end, the Advisory Board shall meet on its own initiative or on request and shall meet with the Board and the Committee, jointly or separately, on an ad hoc basis.

6. The Advisory Board shall meet with the Board and the Committee, jointly or separately, as often as they or the Board deem appropriate.

#### Article 25

##### Composition, candidature, appointment and dismissal

1. The Advisory Board shall consist of at least three and not more than five persons.
2. A member of the Advisory Board must be a member of ESPRit.
3. One of the members of the Advisory Board must be a Postgraduate Member.
4. In principle, only ordinary members may stand as candidates. Subject to this, the AGM may decide to accept the candidacy of an honorary member if the exceptional merits for the society or experiences and qualities of the person concerned give reason to do so.
5. A candidate must report to the AGM.
6. Members of the Advisory Board shall be appointed by the AGM for a maximum term of three years.
7. A member of the Advisory Board shall be dismissed by the AGM upon expiry of the term of office, at the member's request, or if a two-thirds majority of the AGM deems this desirable.
8. With the exception of paragraph 6, after the first term, an Advisory Board member may apply once for a second term of no more than three years. In doing so, the normal appointment procedure shall be followed.

### **Section 9. The Committee**

#### Article 26

##### Purpose, tasks and powers of the Committee

1. The purpose of the Committee is to assist the AGM and the Board in the functioning of the society.
2. The Committee may give solicited and, if necessary, unsolicited advice to the Board and the AGM.
3. The Committee shall meet with the Board and the Advisory Board as often as they or the Board deem appropriate.

#### Article 27

##### Composition, candidature, appointment and dismissal

1. The Committee consists of members appointed by the Board to fulfill positions that request specific actions, advice, or reports. Any of these positions may be held jointly with each other.
2. A member of the Committee must be a member of ESPRit.
3. The Committee has no formal limitations as per number of positions and persons appointed. Additional appointed positions may be created by the Board for the good functioning of the society.

4. A member of the Committee shall be dismissed by the Board at the member's request, or if a two-thirds majority of the Committee deems this desirable.

## **Section 10 - Amendments to the Internal Regulations**

### Article 28

1. An amendment of the IR can only take place after a resolution of the AGM, which was convened with the announcement that an amendment of the IR will be proposed therein.
2. Those who wish to convene an AGM to discuss a proposal to amend the IR shall notify the Board thereof with a copy of this proposal containing the proposed amendment(s) verbatim. The Board will then convene an AGM if they qualify these amendments as relevant.
3. A resolution to amend the IR requires at least two-thirds of the number of valid votes cast.
4. In principle, amendments to the IR take effect immediately.
5. The Board shall ensure that the IR are kept up to date. At least once every three years it shall check whether any amendments need to be made.