

General Assembly Meeting of the European Astrobiology Institute

Liblice, 28-30 May 2019

Resolution 1

The General Assembly approves the Statutes of the European Astrobiology Institute as follows:

Statutes of the European Astrobiology Institute (EAI)

Article 1: General Features of the EAI

- 1.1.** The European Astrobiology Institute (EAI) will be a consortium of European research and higher education institutions and organisations as well as other stakeholders that aim to carry out research, training, outreach, dissemination and other activities in Astrobiology in a comprehensive and coordinated manner in order to secure a leading role of the European Research Area in the field.
- 1.2.** EAI is open and responsive to the needs of the scientific community. In particular, it will encourage scientific collaborations, training of students and researchers, as well as initiatives to facilitate access to research infrastructures and field sites to the community and will also endeavour to obtain grants from European and other funding sources for its activities.
- 1.3.** The name “European Astrobiology Institute (EAI)” may be replaced by a different name in the future.
- 1.4.** The EAI aims to gain no profit from its activities. Any revenue will be entirely spent on the aims and the operation of the EAI as set forth in these statutes.

Article 2: Aims of the EAI

2.1. The EAI has the following objectives:

- To promote, plan and implement multidisciplinary European research projects in all fields of Astrobiology
- To foster international collaboration in Astrobiology inside Europe, as well as with other international Astrobiology communities
- To act as a forum to discuss new findings in the field through the organisation of conferences, meetings, and on-line seminars, and to disseminate new research highlights among the scientific community and the general public
- To form a network for institutions and institutes as well as researchers to plan cooperative Astrobiology projects
- To perform training, education, outreach and dissemination in Astrobiology in Europe in a comprehensive, synergistic and collaborative way
- To collect and disseminate Astrobiology-related scientific and programmatic information
- To initiate proposals for grants in order to obtain external financial support
- To engender debates on important political, legal and ethical issues in Astrobiology and space research
- To interact with European transnational organisations (e.g. ESA) and European research agencies on programmatic issues and ensure awareness of Astrobiology research with decision makers by
 - Acting as a strong voice for the European Astrobiology community
 - Approaching and informing decision makers in governmental and non-governmental organisations at a national, regional and European level in a coordinated manner in order to promote Astrobiology research in Europe as transdisciplinary research activity
 - Contributing to the development of a common European Research Area and research policy in the field of Astrobiology
- To formulate and continuously update a long-term Astrobiology research strategy for the European Research Area
- To collaborate with Astrobiology networks and institutes inside Europe and beyond

Article 3: Participating Entities

- 3.1.** The European Astrobiology Institute is a consortium of institutions and organisations. Memberships of individuals are not possible.
- 3.2.** The following forms of memberships exist for Participating Entities:
- 3.2.1. *Core organisations* (National, Regional and European Research Organisations and consortia)
 - 3.2.2. *Participating institutions* (Higher education and research institutions and individual research entities or substructures of those),
 - 3.2.3. *Affiliated groups* (smaller groups of researchers inside an institution or other consortia interested in Astrobiology research).
- 3.3. Core Organisations** are national, regional and European Research Organisations and consortia with a legal personality and a large membership and/or a large number of employees. They are entitled to send up to two delegates to the General Assembly (GA) meetings and their members and employees are eligible for all positions in the EAI (Chairs, Vice Chairs, Working Group Leaders and Deputy Leaders) and refunds for attending meetings and other events of the EAI from funds stemming from the membership fees.
- 3.4. Participating Institutions** are higher education and research institutions and individual research entities with a legal personality or substructures of those. This can include universities, individual research institutes and centres. They are entitled to send one delegate to the GA meetings. Their members and employees are eligible for all positions in the EAI (Chairs, Vice Chairs, Working Group Leaders and Deputy Leaders) and refunds for attending meetings and other events of the EAI from funds stemming from the membership fees.
- 3.5. Affiliated Groups** are smaller groups of researchers inside an institution or other consortia interested in Astrobiology research. Their members and employees are not eligible for the positions as Chair, Vice Chair and WG Leaders and Deputy Leader but can obtain refunds for attending meetings and other events of the EAI from funds stemming from the membership fees.

Article 4: Admission of Participating Entities

- 4.1.** The following admission procedures are set forth:
- 4.1.1. An application for participation is sent to the Chair of the EAI by the applying entity
 - 4.1.2. The Management Committee (MC) decides if the applicant entity will be given the status of a core organisation, participating institution or affiliated group
 - 4.1.3. The MC then decides about the admission of the entity
 - 4.1.4. In the case of a negative decision or if the applicant entity is discontent with its status, it has the right of appeal to the GA.
- 4.2.** The MC is responsible for ensuring that clear instructions be provided to entities about the legal implications and commitments when they ask to join. This includes informing them about the Statutes and all relevant GA and MC decisions.

Article 5: Membership Fees and Finances

- 5.1.** Membership fees are set by the GA of the EAI.
- 5.2.** Participating Entities are required to pay the membership fees stipulated by the GA in advance for each fiscal year (calendar year). The deadline for this payment is set and requests for payment are sent out by the Host Organisation.
- 5.3.** The resources of the EAI shall be applied solely towards the purposes of the institute as set forth in the statutes and decisions by the GA. No proportion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise whatsoever by way of profit to any Participating Entity of the EAI or person(s) affiliated to such entities. However, that does not prevent payments in good faith of reasonable and proper payment to any servant of the EAI or the repayment of reasonable expenses to any person providing a service to the EAI including speakers and lecturers at EAI events. The funds of the EAI, including all donations, contributions and bequests, shall be paid into an account operated by the Host

Organisation. All transactions should be implemented following the rules established with the Host Organisation (e.g. concerning different authorisations required for different expenditure levels).

- 5.4. The Host Organisation administers the Institute's bank accounts and will comply with its obligations with regard to:
 - 5.4.1. the keeping of accounting records
 - 5.4.2. the preparation of annual statements of account
 - 5.4.3. the auditing or independent examination of the statements of account of the EAI
- 5.5. The GA has the right to reduce or waive fees for Participating Entities, e.g. those from Less Represented Member states of the EU.
- 5.6. The fiscal year of the EAI is the calendar year. The first fiscal year of the EAI is 2020. For this and the following years the membership fees stipulated by the GA will apply.
- 5.7. Amendments of Membership fees are made by the GA. The new membership fees are getting in force after the fiscal year following the decision.

Article 6: Withdrawal of Participating Entities

- 6.1. A Party may withdraw from EAI by giving notice in writing to the EAI Chair.
- 6.2. The deadline for notification (except in the case Article 19.2 applies) of withdrawal is 1st of January of each year to be effective from 1st of January in the following year. Up to this time withdrawing Participating Entities will possess the full rights and have the full responsibilities towards EAI including the payment of fees.

Article 7: Organization of the EAI Consortium

- 7.1. The organizational structure of EAI includes the following bodies:
 - 7.1.1. An EAI Management Committee (MC)
 - 7.1.2. An EAI Executive Committee (EC)
 - 7.1.3. A Board of Trustees (BT)
 - 7.1.4. Thematic (Scientific) and Activity Working Groups (WGs)
 - 7.1.5. Project Teams (PTs)
 - 7.1.6. Local teams with Local Coordinators
- Their role and responsibilities are defined in the subsequent Articles.

Article 8: The EAI General Assembly

- 8.1. The General Assembly (GA) governs EAI in all scientific matters and organisational issues. The GA represents the ultimate internal authority in EAI and is the body through which all major decisions are endorsed. The GA especially
 - 8.1.1. makes decisions about the general policy and the overall structure of the EAI
 - 8.1.2. elects the Chair and up to two Vice Chairs of the EAI. These are *ex officio* members of the EAI MC
 - 8.1.3. elects WG Leaders and Deputy Leaders
 - 8.1.4. approves the Yearly Work Plan and the budget of EAI
 - 8.1.5. chooses the Host Organisation of the EAI
 - 8.1.6. discharges the EC of its financial responsibility
- 8.2. Between General Assemblies the responsibility of running the EAI devolves onto the EAI MC.
- 8.3. The GA consists of up to two delegates from each of the Core Organisations and one from Participating Institutions. Chairs and Vice Chairs are members of the GA *ex officio* and must be members of Core Organisations or Participating Institutions. EANA and AbGradE are allowed to delegate one representative to the GA with active voting rights. Each delegate has exactly one vote and cumulative voting of one person exerting more than one vote is not allowed. Also transfer of a vote to another person from another participating entity is not possible.
- 8.4. The GA will ordinarily meet annually. An extraordinary GA Meeting is called if at least a third of the Participating Entities requires this. The EAI Chair shall give at least 28 days' notice of the GA to all Participating Entities in an appropriate manner.

- 8.5.** The GA elects a GA Meeting President (leading the Assembly meeting) and a Secretary taking the minutes as well as two vote counters. The President has to be a delegate to the GA.
- 8.6.** The GA approves the overall strategy for EAI, the Action Plan for future years, the budgets for forthcoming fiscal periods, and will receive an Annual Report from the MC.
- 8.7.** The MC shall present to each GA meeting the report and accounts of the EAI for the preceding year after discussing it with the BT.
- 8.8.** Motions to the GA meetings can be submitted by every member of a Participating Institution or Core Organisation to the EAI Chair no later than 14 days before the GA. Members wishing to have matters included on the agenda shall inform the Chair in writing at least 14 days prior to the meeting. Motions aiming for amendments of the budget have to be approved by the Host Organisation. Delegates can submit proposals for amendments of motions at a later stage and during the Assembly. If the proposer regards the amendment(s) as friendly, the GA will vote on the altered motion. If this is not the case, votes are held on each of the amendments before the vote on the final (amended or unamended according to the votes) version of the motion takes place.
- 8.9.** Nominations for election to the MC must be made by members of Core Organisations and Participating Institutions in writing and must be in the hands of the Chair at least 14 days before the GA meeting. This does not hold for the first GA meeting electing the Interim Management Committee. Members of Core Organisations and Participating Institutions are allowed to nominate themselves for positions.
- 8.10.** Voting in the GA on motions will be by simple majority except in the instance provided for in Articles 18 and 19. In the event of an even vote, the President of the GA meeting will have a casting vote. If the President abstains, the motion is rejected and the status quo rule applies.
- 8.11.** Voting for candidates for offices apart from the Vice Chairs (Chair, Working Group Leaders and Deputy Leaders) will be done by majority of votes. If more candidates run for an office and no one attains an absolute majority of valid votes, the following applies: (a) Candidates receiving no votes are automatically eliminated; (b) The candidate receiving the lowest number of votes greater than zero is also eliminated (in case of two or more candidates sharing the lowest number of votes greater than zero, a tie ballot is held to determine the candidate to be eliminated). In case of equal votes the President of the GA meeting will have a casting vote and if she/he abstains a lot is drawn. (c) The ballot continues between the remaining candidates. This procedure continues until one of the candidates receives an absolute majority of votes (abstentions are not counted herein). If there are equal votes between the two top candidates in the final ballot, the President of the GA meeting will have the casting vote. If she/he abstains a lot is drawn to decide the election. Ballots on offices will be held in secret if at least five delegates request this. In case only one candidate runs for an office there will be single ballot (yes or no) for the office. The candidate must achieve a simple majority of yes votes (abstentions are not counted here). In case of even votes the President of the GA meeting will have the casting vote. If she/he abstains a lot is drawn to decide the election. Electronic voting is allowed as soon as the anonymity of voters is respected. For the election of the Interim Management Committee summary voting for the whole committee is allowed if not more than five delegates oppose.
- 8.12.** The voting for the vice chair (s) proceeds as follows: In case only one or two candidates run(s) for the vice chair office there will be single ballot (yes or no) for each of them. Each candidate must achieve a simple majority of yes votes (abstentions are not counted here). In case of more than one ballot the following applies: (a) In this case every delegate can vote for maximally two candidates (b) Candidates receiving no votes are automatically eliminated; (c) The candidate receiving the lowest number of votes greater than zero is also eliminated (in case of two or more candidates sharing the lowest number of votes greater than zero, a tie ballot is held to determine the candidate to be eliminated). In case of equal votes the President of the GA meeting will have a casting vote and if she/he abstains a lot is drawn. (d) The ballot continues between the remaining candidates. This procedure continues until only three candidates are left in a ballot round. In this the two candidates with most votes are elected. If there are equal votes between the two least favoured candidates in this final ballot, the President of the GA meeting will have the casting vote. If she/he abstains a lot is drawn to decide the election.
- 8.13.** In very urgent cases (e.g. death, absence or sudden incapacity of an officer) voting for interim replacements of EAI officers by e-mail is allowed between regular GA meetings. The tenure of such

interim replacement only lasts until the next GA meeting and is not counted as a regular tenure concerning the maximum number of tenures allowed for functions defined in Article 9.2. In this case the right to vote is exerted by (a) the Local Coordinator in case of Participating Institutions and (b) in case of Core Organisations the two persons chosen for this task by the organisation in question. In this case the right to vote is exerted by (a) the Local Coordinator in case of Participating Institutions and (b) in case of Core Organisations the two persons chosen for this task by the organisation in question.

- 8.14.** The MC can call electronic votes of the GA on minor or urgent matters (e.g. adjustment of the budget, additional activities) In this case the right to vote is exerted by (a) the Local Coordinator in case of Participating Institutions and (b) in case of Core Organisations the two persons chosen for this task by the organisation in question.
- 8.15.** In principle GA meetings are open and also people from outside the EAI can voice their opinion. However, the President as well as the GA itself has the right to remove persons that display an insulting, violent or disruptive behaviour or by any other action disturb the GA.
- 8.16.** The GA has the right to exclude delegates displaying an insulting, violent or disruptive behaviour or by any other action disturb the GA meeting. Such delegates lose their right of vote for the duration of the meeting.

Article 9: Chair and Vice Chair

- 9.1.** The terms of the Chair, Vice Chair(s) and Working Group Leaders and Deputy Leaders, who are elected by the GA, is two years except for the interim period until the GA meeting 2020.
- 9.2.** A re-election of the Chair and Vice-Chair(s) after this period is possible, but the tenure of the Chair is only possible for maximally three consecutive ordinary terms of office. Re-election of the outgoing Chair is possible after a two years' break.
- 9.3.** Only affiliates of Participating Institutions and Core Organisations are eligible for the position of Chair and Vice Chair(s).
- 9.4.** The Chair should lead the EAI in an inspiring, fair and impartial way.
- 9.5.** The EAI Chair acts as the unique intermediary between the participants of the EAI Community and any other organization, whether European or international. The chair leads and carries out the representation of the EAI towards national and international organizations as well as the European scientific community. In this function the Chair has the right to participate in committees and other decision-making bodies and discussion on behalf of the EAI. However, the Chair is bound to adhere to the general policy of the EAI and the decisions by the MC and the GA.
- 9.6.** The chair shall initiate and lead discussions and to prepare decisions on the general policy and the scientific programme and plan of activities of the EAI and ensure proper involvement of the relevant bodies.
- 9.7.** The chair shall ensure that the agendas of GA meetings are prepared in good time and its agenda is duly proposed by the MC before the Assembly meeting. She/he also shall supervise the organisers of GA meetings in order to ascertain the necessary infrastructure proper functioning of the GA meetings and, especially, the decision-making progresses. The chair also shall lead the Scientific Organisation Committees of general meetings of the EAI.
- 9.8.** The EAI Chair is, in particular, responsible for monitoring all activities and ensuring compliance by the participants with their obligations as defined in the EAI Statutes. Especially, the Chair has the task to coordinate the timely compilation of the Annual Reports to the GA. In case of bodies and/or their leaders not fulfilling their tasks or gravely underperforming the Chair has the right and responsibility to initiate apt measures to amend the situation. However, he can delegate the task of monitoring individual WGs and Project teams to one of the Vice Chairs in agreement with her/him and the MC.
- 9.9.** The EAI Chair leads the MC meetings and drafts the agenda for them. In the absence of the Chair, this role goes over to the Vice-Chair selected by the MC for this role. The Chair also leads the work of and the communication inside the EC and shall ensure proper functioning of this body.
- 9.10.** The Chair shall lead the composition of proposals for grants for funding of the EAI as a whole. Herein, the EAI Chair should cooperate with the WG on Funding and Policy and can delegate this task to one of the Vice-Chairs in agreement with that person and the MC.

- 9.11.** The Chair shall lead the process of admittance of new entities and to propose to the MC which status they should be allocated to (core organisations, participant institutions or affiliated groups).
- 9.12.** The MC Chair is supported by the Vice Chair(s) and the MC in all these duties. She/he can delegate some of the above-mentioned tasks to one of the Vice Chairs in agreement with her/him and the MC.

Article 10: The EAI Management Committee (MC)

- 10.1.** The GA elects a Chair of the EAI and up to two Vice Chairs and the WG Leaders and Deputy Leaders. Only affiliates of Participating Institutions and Core Organisations are eligible for MC positions. Members of the BT are not eligible for MC positions. If a MC member joins the BT she/he must relinquish her/his position on the MC.
- 10.2.** The MC consists of the Chair, the Vice Chair(s), the Leaders of the Working Groups and the Finance and Administration Officer appointed by the Host Organisation. It is headed by the Chair of the EAI, or in her or his absence by one of the Vice Chairs selected by the MC for this role.
- 10.3.** The MC will be responsible for the running of the EAI and for all decisions that are not explicitly allocated to other bodies. Especially it may exercise the following powers:
- 10.3.1. to hold seminars, lectures, discussions, conferences, training events, demonstrations or meetings
 - 10.3.2. to promote the study and research into Astrobiology in journals and other publications
 - 10.3.3. to promote public awareness of and engagement with the field
 - 10.3.4. to offer informed opinion on issues of public interest in relation to planetary science and to act as a consultative body for the purpose of consultation in matters of public and professional interest
 - 10.3.5. to publish communications (newsletters, records of scientific meetings, updates to the Statutes and other activities of the EAI) in furtherance of its objectives
 - 10.3.6. to support, by means of grants and bursaries, activities in the frame of the budget stipulated by the GA and participation of individuals in such activities
 - 10.3.7. to co-operate with other organisations, societies, charities, voluntary bodies and statutory authorities operating in furtherance of the EAI's objectives and to exchange information and advice with them
 - 10.3.8. to undertake all such other lawful activities that are necessary for the achievement of the EAI's objectives
 - 10.3.9. to invite and receive contributions from any appropriate person or organisation by way of subscriptions or donations, provided that in raising funds the MC shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law
 - 10.3.10. to ask the Host Organisation to buy, take lease of, or, exchange any property necessary for the achievement of the objects and maintain and equip it for use
 - 10.3.11. to ask the Host Organisation to lease or dispose of all or any part of the property of the EAI, subject to any consents required by law
 - 10.3.12. to prepare strategies on joint initiatives
 - 10.3.13. to collect reports by WGs and prepare a yearly report to the GA about the activities of the EAI
 - 10.3.14. to coordinate applications for funding from European and other sources
 - 10.3.15. All decisions are documented in the minutes of the meetings, which are communicated to the membership in an appropriate manner.
- 10.4.** The MC shall have the responsibility for deciding on appropriate use of the EAI brand and corporate identity, and other matters concerning EAI activity. It also bears the responsibility for the outreach and dissemination work performed in the name of the EAI.
- 10.5.** The MC will draw up an annual report to be presented to the BT and, subsequently, the GA based on input and reports from the WGs.
- 10.6.** The MC collects yearly reports of WGs and PTs. It also endorses or amends draft budgets from the EC and conveys a final draft proposal to the GA. This final proposal has to be approved by the Host Organisation. It also drafts reports to funding agencies supporting EAI as a whole. Furthermore, it has the

responsibility to compose yearly reports to the GA.

- 10.7.** The MC is responsible for the organisation of the meetings of the GA including drafting its agenda.
- 10.8.** The MC meets as required, but should endeavour to convene at least twice a year. Meetings by electronic means (e.g. telecons) are possible. A special meeting may be called at any time by the Chair or by any two members of the MC upon not less than two weeks' notice being given to the other members of the MC of the matters to be discussed. In case of absence of a WG Leader at the MC meetings, he/she can be replaced by the Deputy Leader of the same WG for the duration of the meeting.
- 10.9.** The MC is responsible for admitting new Participating Entities and deciding about their status as Core Organisation, Participating Institution or Affiliated Group. Applicant entities that are discontent with the MC decision or their allocated status have the right to appeal against the decision to the GA.
- 10.10.** Periodic reports of activity as well as minutes of meetings carried out by MC will be posted on the EAI website.
- 10.11.** Whenever possible, the MC should strive to decide by consensus. If this is not possible, or for issues where a vote is deemed more appropriate, a vote is held.
- 10.12.** Votes in the EC are by single majority (except the provisions in Article 10.14). In case of equal votes the vote of the Chair is decisive. If the Chair abstains in that case, the motion in question put forward to the MC is referred to the GA. If more than two alternatives are up for choice and no alternative achieves the simple majority, then the alternative with the least number of votes is eliminated. This process is repeated until one alternative achieves a simple majority. The MC should re-discuss the matter after each ballot.
- 10.13.** At the first GA an Interim MC is elected. This committee, which should represent all sub-fields of astrobiology will continue with the duties of the Interim Board. Their tenure is only one year and is not included in the calculation of the maximum tenure set forth in Article 9.2.
- 10.14.** Any member of the MC shall cease to hold office if he or she
 - 10.14.1. dies or becomes incapable by reason of mental disorder, illness, injury or other personal disability of managing and administering his or her own affairs
 - 10.14.2. is absent without the permission of the MC from all their meetings held within a period of thirteen months and the MC resolves that his or her office be vacated
 - 10.14.3. gives notice to resign
 - 10.14.4. infringes the Statutes or acts in a way gravely damaging the reputation of the EAI
 - 10.14.5. is affiliated to a Participating Entity which is excludedThis decision of removal of a MC member is taken by a 2/3 majority vote of the MC. The person in question has the right to appeal to the GA against it.
- 10.15.** The MC may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of EAI provided that no rule or bylaws shall be inconsistent with or shall affect or repeal anything contained in the Statutes or decisions by the GA.
- 10.16.** The MC (as well as other bodies of the EAI) may invite any appropriate person to attend any of its meetings from time to time as a non-voting contributor or observer.

Article 11: The EAI Executive Committee (EC)

- 11.1.** The Chair and Vice Chair(s) as well as the Finance and Administration Officer representing the Hosting Organisation will constitute the EAI Executive Committee (EC).
- 11.2.** The EC decides issues concerning the day-to-day running of the EAI following GA and MC decisions. It is also responsible for the running administration of the EAI on a daily basis and approves accounting of events and activities of the whole EAI. It also bears the responsibility for the administrative handling of the finances of the EAI according to the budget stipulated by the EAI.
- 11.3.** The EC drafts the budget for the coming years of the EAI. The budget has to be approved by the Host Organisation and is then sent to the MC for endorsement and further to the GA for approval.
- 11.4.** Votes in the EC are by single majority: In case of equal votes the votes of the Chair is decisive. If the Chair abstains, any motion put forward to the EC is referred to the MC.

Article 12: Working Groups (WGs)

- 12.1.** The GA may establish WGs in order to coordinate the activities of the EAI. The GA, the MC and the EC will be able to delegate their functions and responsibilities to such bodies as deemed appropriate.
- 12.2.** WGs can either focus on scientific themes or take care of different activities like training, education, outreach, etc.
- 12.3.** Each WG should be led by a Leader and a Deputy Leader elected by the GA. The term of these officers is two years. Re-election of the Leader and a Deputy Leader thereafter is possible. WG Leaders are *ex officio* members of the MC. In case of absence of a WG leader at the MC meetings, he/she can be replaced by the Deputy Leader of the same WG for the duration of the meeting. WG Leaders and Deputy Leaders must be members of EAI Core Organisations or Participating Institutions. However, people not affiliated with participating entities can join the WGs as members.
- 12.4.** WGs can, nevertheless, accept members from organisations outside the EAI, but those people will not be entitled to any refunds stemming from the membership fees contributed by the participating organisations (apart from in the role as invited speakers or lecturers at training events) but might be able use funds from other grants obtained by the EAI.
- 12.5.** The tasks of the WG leaders are:
- 12.5.1. To coordinate the work of the WG and ensure its functioning.
 - 12.5.2. To initiate and lead discussions on ongoing and future research and other activities of the WG as well as the directions of future research.
 - 12.5.3. To represent the EAI community in the field of the WG towards other European Bodies and the international scientific community, especially at scientific meetings.
 - 12.5.4. To initiate the organisation of events in the field of the WG and cooperate with other national, European and international scientific bodies.
 - 12.5.5. To participate in the organisation of General Assemblies, especially the preparations of sessions relevant to the subject of the WG
 - 12.5.6. To foster co-operations with other bodies and entities in the field of the WG.
 - 12.5.7. To initiate and lead the application of grants for research and other activities of the WG.
 - 12.5.8. To take an active role in the overall management of the EAI as MC member
 - 12.5.9. To ensure the timely preparation of yearly reports.
- 12.6.** WG Leaders decide autonomously on the acceptance of new members. Rejected members can appeal to this decision to the MC,
- 12.7.** The Deputy Leader should assist the Leader in these matters and take over these tasks in case the Leader cannot do that. The Leader can delegate some of the above-mentioned tasks to the Deputy Leader by mutual agreement.
- 12.8.** WGs are requested to submit a yearly report to the MC.

Article 13: Project Teams

- 13.1.** The GA can create Project Teams working on special, more focussed research questions and projects. These can be temporary and can involve members of different WGs in order to bridge between the different WGs.
- 13.2.** The GA then elects one or two Coordinators upon suggestion of the proposers who report(s) yearly to the GA and the MC.
- 13.3.** The Project Team Coordinators then have the task to recruit members to the team. They decide about admission of members

Article 14: Host Organisation

- 14.1.** The Host Organisation is chosen by the GA. It provides the legal personality.
- 14.2.** The Host Organisation is responsible for:
- 14.2.1. Hosting the EAI Office

- 14.2.2. Administering EAI work including financial administration and governance, communication, and external relations
 - 14.2.3. Documenting meetings of governing bodies of EAI
 - 14.2.4. Nominating the Finance and Administrative Officer and Deputy Finance and Administration Officer.
 - 14.2.5. Supporting the development of proposals for leverage of external funding
 - 14.2.6. Collecting the yearly fees from the participant organisations
 - 14.2.7. Administering expenses for meetings and other events
- 14.3.** Any further tasks can be delegated to the Host Organisation by the MC through mutual agreement.
- 14.4.** The tasks of the Host Organisation and the financial remunerations for those are defined in a separate Memorandum of Understanding between the MC and Host Organisation. This Memorandum of Understanding will be communicated to the Participating Entities in an appropriate manner.
- 14.5.** In its actions for the EAI the Host Organisation shall adhere to the decisions of the GA, MC and EC of the institute. However, the Host Organisation has the possibility to refuse any action or initiative that would be breaching its ethical or integrity guidelines or engage liability with regards to internal rules, national or international legislation or regulations.

Article 15: Finance and Administration Officer

- 15.1.** The Finance and Administrative Officer and Deputy Finance and Administration Officer is appointed by the Host Organisation of the EAI and represents that institution in the MC and the EC and possesses voting rights in these bodies.
- 15.2.** In case of absence of the Finance and Administrative Officer at meetings of decision-making bodies the rights and tasks of the Finance and Administrative Officer are exerted by the Deputy Finance and Administration Officer.

Article 16: The EAI Board of Trustees (BT)

- 16.1.** The Board of Trustees (BT) consists of one delegate nominated by each Core Organisation as well as one delegate nominated by EANA and AbGradE each.
- 16.2.** The tasks of the BT are:
- 16.2.1. To endorse reports, action plans and budget proposals by the MC to the GA. In case of unbridgeable disagreements between the BT and the MC these documents are referred to the GA which has the final decision
 - 16.2.2. To advise the other bodies on political issues and the long-term strategy of the EAI.
- 16.3.** The BT should elect a President and communicate regularly.
- 16.4.** EAI MC members are not able to be members of the BT. If a BT member is elected into a MC function, she/he has to relinquish her/his seat in the BT immediately.

Article 17: Local Teams and Local Coordinators

- 17.1.** At each of the Core Organisations and Participating Institutions a Local Team should be formed. The tasks of the Local Teams are:
- 17.1.1. Carry out Astrobiology activities at their entity (scientific, outreach, training, dissemination)
 - 17.1.2. Ensure that members of their entity are aware of the activities of the EAI
 - 17.1.3. Approach decision makers at their entity to promote Astrobiology and the EAI
 - 17.1.4. Ensure that delegates to the GA meetings are appointed by the entity
- 17.2.** Each Local Team should appoint a Local Coordinator. This person should:
- 17.2.1. Coordinate the Astrobiology(-related) research activities
 - 17.2.2. Organise local activities (research projects, courses, outreach activities)
 - 17.2.3. Promote Astrobiology at the Participating Entity

Article 18: Confidentiality

- 18.1.** The EAI will pursue a policy of open information. However, there will be situations in which certain pieces of information have to be kept confidential. Confidential Information shall mean any information disclosed by a Participating Entity or officer of EAI which that Party expressly identifies as Confidential Information. The information disclosed shall lose the status of confidential information if:
- 18.1.1. It is already in the public domain by publication or otherwise or becomes available to the public through no breach of this agreement
 - 18.1.2. It has to be communicated to comply with applicable laws or regulations or with a court of administrative order (including for the avoidance of doubt to enable a Party to comply with its obligations under relevant Freedom of Information and Environmental Information regulations).
- 18.2.** Nothing in these Statutes shall be construed as compelling a Party to disclose any Confidential Information to the other Participating Entities.
- 18.3.** The confidential information, all copies thereof and all rights thereto, shall remain the exclusive property of the disclosing Party.
- 18.4.** To the extent that is reasonably possible, all Confidential Information, whether original or copies thereof, shall be promptly returned to the disclosing Party or destroyed on request of the disclosing Party.
- 18.5.** Each Participating Entity shall undertake:
- 18.5.1. to safeguard Confidential Information as it would its own proprietary information of equal importance
 - 18.5.2. to keep all documents bearing or incorporating any Confidential Information at its principal place of business
 - 18.5.3. to keep all Confidential Information separate from its own documents and records
 - 18.5.4. to divulge Confidential Information to its personnel for internal evaluation purposes only and on a "need to know" basis
 - 18.5.5. not to duplicate or otherwise reproduce Confidential Information except for such copies as the receiving Party may require for internal, are provided that all copies shall contain the same proprietary and confidential notices and legends as they appear on the original Confidential Information
 - 18.5.6. not to use Confidential Information for other purposes than those intended by the disclosing Party
 - 18.5.7. not to divulge Confidential Information to any third Party for any purpose, unless and until expressly authorized in writing to do so by the disclosing Party,
 - 18.5.8. not to use, reproduce or store any information disclosed under this agreement in any externally accessible computer or electronic information retrieval system or transmit it outside of its principal place of business.
- 18.6.** The Participating Entities agree that Confidential Information shall be used solely for the purpose for which it was submitted. The receiving Party undertakes not to claim any property right on the Confidential Information.

Article 19: Amendments

- 19.1.** At the request of any delegate, the MC or the GA, these Statutes may be amended at any time through approval by the GA. Any amendment to these Statutes will be agreed by simple majority vote. In the event of an even vote the President of the GA Meeting will have a casting vote. If the President of the GA abstains, the amendment is rejected.
- 19.2.** These Statutes may be completely replaced at any time by mutual agreement of the Participating Entities involved, following a 2/3 majority approval by the EAI GA.
In this case Participating Entities are allowed to leave the EAI with immediate notice although the financial contribution for the current year of the leaving Entity will remain property of the EAI.

Article 20: Conclusion of the EAI

- 20.1.** The GA has the right to dissolve the EAI by a minimum of two thirds majority of valid delegate votes (abstentions not counted).
- 20.2.** In case of termination of the EAI any assets of the institute will be transferred to another entity dedicated to Astrobiology research and education, which will be selected by the GA. The identity of this body has

to be included into the motion calling for dissolution of the EAI.

Article 21: Suspension of rights of Participating Entities

21.1. Failure of the payment of membership fees by any Participating Entity upon due date leads to suspension of all rights for its members (including passive and active voting rights) until payment is fully done. Elected officials affiliated to suspended Participating entities can continue in their office until the GA meeting following the suspension.

Article 22: Exclusion of Participating Entity

22.1. The MC has the right to exclude any Participating Entity if it

- 22.1.1 fails to pay the membership fee in due course despite two reminders to do so
- 22.1.2 undertakes any actions that gravely jeopardise the activities or the functioning of the EAI or damages its reputation
- 22.1.3 engages in unlawful activities
- 22.1.4 manages EAI funds improperly (this also includes money from grants from other sources than membership fees)

22.2. Any excluded Entity has the right to appeal against the MC decision to exclude it to the GA. Until the decision by the GA is made, all rights of the excluded Participating Entity including active and passive voting rights of its members are suspended.

Art. 23: Liability

23.1 To the extent legally possible, the Participating Entities shall be liable to each other only with regard to wilful intent and gross negligence.

23.2 To the extent legally possible, any liability for consequential damages is excluded.

23.3. Participating Entities should take no actions on behalf of each other. Exceptions to this rule must be based on mutual agreement between the entities in question.

Article 24: Partner Organisations

24.1. The MC is allowed to conclude partnership agreements on cooperation with other organisations outside Europe on a no-exchange-of-funds basis

24.2. Members of and affiliates to Partner Organisations do not enjoy the rights of Participating entities because of the partnership status of their entity.

Article 25: Validity of the Statutes

25.1. The Statutes are in force from the time of their decision by the GA until any amendment or replacement by the GA.

25.2. Any amendment or replacement of these Statutes decided by the GA are in force immediately.

Liblice, Czech Republic, 30 May 2019

Organigramme of the decision-making bodies of the EAI

