

## By-Laws

### STM Mission Statement

The well-being of people around the world is nourished by scientific, technical and medical information. STM publishers, by creating and supporting the means for disseminating this knowledge among scholars, researchers, and professionals, ensure that the benefits of scholarly research are reliably and broadly available. As the worldwide association of these publishers, mission is to support the goals of its members by representing and advocating their best interests around the globe. This mission will be pursued in four primary efforts:

**Advocating public policies** that recognize the importance of intellectual property and other rights;

**Advancing technological standards** that enhance the broad and reliable dissemination of what our members publish;

**Providing a forum** for the exchange of information and ideas related to the communication of scientific, technical and medical information;

**Helping those outside the STM community understand** the role our members play in supporting the advancement of research and scholarship.

### Interpretation

1. "Association" means the International Association of Scientific, Technical and Medical Publishers (STM), an international non-political and non-governmental organisation; the Association is established for an indeterminate period of time;
2. "Annual General Meeting" means The Annual General Meeting (AGM) referred to in Article 5;
3. "STM Board" means The STM Board referred to in Article 11;
4. "Executive Committee" (EC) means the Executive Committee referred to in Article 17;
5. "Chairman" means the Chairman referred to in Articles 11 and 19;
6. "Treasurer" means the Treasurer referred to in Articles 11 and 22;
7. "Chief Executive Officer" means the Chief Executive Officer (CEO) referred to in Article 20;
8. "Officers of the Association" mean the Chairman, the Treasurer and the Chief Executive Officer (CEO);
9. "Telecommunication" means communication by means of telephone, fax, email, other electronic means or by post.
10. In these By-laws the word "he" includes "she" and cognate words shall be construed accordingly.

## A. Membership and Votes

### ARTICLE 1

1. The membership is made up of:
  - a. Regular members;
  - b. Introductory members;
  - c. Associate members;
  - d. Corresponding members.

The membership is not open to individuals.

2. Any publishing house in the field of science, technology or medicine (which expression shall include publishers in the field of social and behavioural sciences), any professional legal and scholarly publishers, any learned societies with publishing activities and related areas, any secondary publishers and any subscription agents with publishing activities, are eligible for membership in the Association.

3. Regular members have voting rights and pay membership fees.

4. Introductory membership is open for small publishing houses, coming in at FC1 or FC2. This will enable those publishers to acquaint themselves with the Association.

5. Introductory members have voting rights and pay a reduced rate of 50% in their first year of membership.

6. Firms that have interests related to STM publishing such as subscription agents, consultancies and any publishing related company, which is not itself, a publisher, are eligible for associate membership in the Association.

7. Associate members have no voting rights, but do pay associate membership fees.

8. User groups and National Publishers' Associations are eligible for corresponding membership of the Association.

9. Corresponding members have no voting rights and do not pay any membership fees.

10. Further rules for the membership are laid down by The Annual General Meeting (AGM) in the STM Membership Rules.

## **ARTICLE 2**

1. Publishers wishing to become members, and organizations wishing to become associate members of the Association, shall make written application to the Chief Executive Officer (CEO) and such application shall be referred by the Chief Executive Officer (CEO) to the Membership Committee which shall consider the application and may, in its discretion, grant or refuse it. An appeal against a decision of the Membership Committee may be made to The STM Board whose decision shall be final.

2. Regular, Introductory and Associate Membership shall date from acceptance of payment of the annual membership fees. Corresponding membership shall commence from the date of acceptance as corresponding member

## **ARTICLE 3**

A member may retire from the Association at the end of any calendar year provided that at least two months' prior notice has been given to the Chief Executive Officer (CEO) in writing. The STM Board may exclude a member from the Association if the annual membership fee has not been paid.

The STM Board may exclude a member from membership for not following the STM Code of Conduct or for indulging in any practices or activities that could bring the Association or scholarly, professional or scientific publishing into disrepute. A vote to exclude a member on these grounds must be carried by a majority greater than ten votes or two thirds of the full board membership.

## **ARTICLE 4**

The costs involved in the efficient functioning of the Association shall be met by membership fees from its members and the proceeds of activities undertaken by the Association. The annual fees shall be determined by the STM Board each year.

## **B. The Annual General Meeting (AGM)**

### **ARTICLE 5**

1. The general control of the Association shall vest in the members, who shall in accordance with the By-laws have the final powers and duties as far as those are not distributed to other Association bodies and/or officers of the Association.
2. Meetings of the membership, including all members and officers of the Association and guests of The STM Board, shall be held at least once a year and on such other occasions as circumstances may warrant.

### **ARTICLE 6**

1. The Association shall convene the members at least once annually for the Annual General Meeting (AGM).
2. Meetings of the Annual General Meeting (AGM) may be called:
  - (a) by the STM Board;
  - (b) at the written request of at least twenty (20) members of the Association from at least three (3) different countries.
3. At least thirty (30) days' notice of meetings shall be given.
4. Such meetings will be held at a designated location to be announced in advance.

### **ARTICLE 7**

The duties of the Annual General Meeting (AGM) shall include:

- (a) ratification by a show of hands of the election results for members of the STM Board;
- (b) ratification by a show of hands of the election of the officers of the STM Board;
- (c) approval of amendments of the by-laws;
- (d) receiving the Annual Report of the STM Board.

## **ARTICLE 8**

The Agenda for the Meeting of the Annual General Meeting (AGM) shall be determined by the STM Board.

## **ARTICLE 9**

1. Recommendations and decisions at meetings shall be by majority vote of those present and voting, except that in the case of a resolution to amend the by-laws it shall require a majority of two-thirds of those present and voting. Where individuals or organizations not being in membership are invited to attend meetings, the invited persons representing these organizations may take part in discussions but may not vote.

The STM Board, at its discretion, may submit resolutions, proposals and other matters to members for their approval via mailed ballots or electronic ballots. In such instances, decisions will reflect the votes cast by the majority of eligible voters, except that in the case of a resolution to amend the by- laws it shall require a majority of two-thirds of those eligible voters.

## **ARTICLE 10**

Voting rights in the Annual General Meeting (AGM) may only be exercised by representatives of those member organizations whose contribution for the current calendar year has been received by the board Treasurer at least 14 days before the meeting.

## **C. The STM Board**

### **ARTICLE 11**

1. The STM Board shall consist of the Chairman, the Treasurer and at least seven (7) other members. The number of members of the STM Board may not exceed a total of fifteen (15) including the Chairman and the Treasurer.

2. The Chairman and the Treasurer shall be elected from The STM Board at the first Board meeting after the election of the Board. The election results shall be ratified at the first AGM following the election.

3. The Chairman and the Treasurer shall be elected for a period of one (1) year. They may be reelected for two further periods of one (1) year each, not to exceed three (3) years in total if they have been re-elected as members of the STM Board.

4. The outgoing Chairman may serve as an ex officio member of the STM Board for one (1) year immediately following the term as Chair in the event that he was not re-elected to the STM Board.

5. The Chief Executive Officer (CEO) acts as secretary of the STM Board.

6. Members of the STM Board shall be elected for a period of three years; they may be re-elected once for a further consecutive period of three (3) years. After six (6) consecutive years board members must stand down but may put themselves forward for election as if standing for the first time provided a gap of more than one (1) year has been observed from their last tenure to the next.

## **ARTICLE 12**

The duties of the STM Board shall include:

- (a) The implementation of the aims and objectives of the Association and the execution of the will of the Annual General Meeting (AGM);
- (b) The supervision of the work of the Chief Executive Officer (CEO) and the Treasurer;
- (c) The control of the administrative and financial statements and the administration as trustees of the funds of the Association;
- (d) Review and approval of the Association's annual budget;
- (e) Report to the membership on the financial status annually;
- (f) The receipt of proposals for and the nomination of members to the STM Board;
- (g) The nomination and election of officers of the Association;
- (i) The appointment of the Chief Executive Officer (CEO) of the Association;
- (j) The determination of the annual membership fees;
- (k) The formation, should the need arise, of ad-hoc task forces, commissioned to prepare reports on specific problems of importance to the Association;
- (l) The formulation of proposals to be submitted for approval to the AGM.

## **ARTICLE 13**

The composition of the STM Board shall be as follows:

1. A maximum of nine (9) members elected to un-designated seats;
2. A maximum of six (6) members elected to designated seats representing the following defined member groups and/or career stage group:

**Small companies** (Fee categories 0-3);

**Medium companies** (Fee categories 4 - 5 up to revenue limit A – presently €100 million);

**Large companies** (Above revenue limit A); the revenue limit A shall be set by the STM Board from time-to-time; at date of ratification of these by-laws it is presently €100 million;

**Not-for-profit** organizations/society publishers, university presses and non- governmental organizations;

**Non US, non Europe** based companies;

**Early Career Publisher.** A candidate who is not in a senior management position and who has yet to complete ten full years in the STM publishing industry at the time of the election and who aspires to publishing leadership in the future.;

3. The members of the STM Board will be elected by the membership.
4. No member company shall have more than two (2) elected Board members at any time. In the event of a merger of two member companies, even if this leads to there being more than two elected members on the STM Board, each member may serve out his or her full term.
5. Each Board member may have an official alternate (designated by the Heads of House of their company in writing to the CEO) who may attend STM Board meetings the Board member is unable to attend in person or by telephone.
6. Members of the Board shall make reasonable efforts to attend Board meetings or to ensure that they are represented by their official alternate. If any member (or their official alternate) fails to be present at any two Board meetings from one AGM to the next, his/her seat may be declared vacant after a majority vote of the Board, the Chairman having the casting vote. In such an event, the vacancy shall be filled by the Board co-opting the highest polling unsuccessful candidate in the category of the vacant seat from the last Board election to serve out the remainder of the vacancy. If there was no second place candidate in that seat category then the vacancy should be offered to the highest polling unsuccessful candidate in the undesignated category who is willing to serve.

## **ARTICLE 14**

Meetings of the STM Board shall be called:

- (a) by the Chairman of the Association;
- (b) at the request of at least three (3) members of the STM Board. At least thirty (30) days" notice of meetings shall be given, except that in the case of emergency the Chairman in consultation with the Treasurer may call a meeting at shorter notice.

## **ARTICLE 15**

1. Recommendations and decisions at meetings of the STM Board shall be decided by majority vote of the members present and voting, the Chairman having a casting vote.
2. A quorum of the STM Board is four (4) or one-half of all current members, whichever is greater.
3. The STM Board may adopt its own rules of procedure. It shall observe the general principles of natural justice and in particular to its functions under Articles 3 and 25 shall seek to ensure that members liable to be affected by its actions shall have an adequate opportunity to state their case.

## **ARTICLE 16**

1. Meetings of the STM Board shall be held not less than once a year and other meetings shall be held at such times as the Chairman or the STM Board may consider to be necessary. The times and places of meetings of the STM Board shall be proposed by the Chairman, subject to final determination by the STM Board.
2. Any function of the STM Board may however be performed by means of telecommunication if in the opinion of the Chairman and the Chief Executive Officer (CEO) the circumstances do not permit or require the convening of meetings of the STM Board.

## **D. The Executive Committee and Elections Oversight Committee**

### **ARTICLE 17**

1. The Executive Committee shall consist of the Chairman, the Treasurer and three (3) other members of The STM Board. The latter are appointed as members of the Executive Committee by the Chairman.

2. The Chief Executive Officer (CEO) acts as secretary of the Executive Committee.

3. In the event of a vacancy the Chairman shall appoint another member of The STM Board. The members of the Executive Committee are appointed for the same period as the Chairman; they may be re-appointed for a further period.

4. A quorum of the Executive Committee is three (3).

### **ARTICLE 18**

1. The STM Board shall have overall responsibility for the conduct of Board elections and shall appoint three (3) of its members who are neither Chairman nor Treasurer to constitute an Elections Oversight Committee to oversee the Board election process, accept nominations and propose candidates for the Chair and for the Treasurer. Any member of the Board may nominate or second any other Board member as a candidate for the Chair and for the Treasurer at the first Board meeting following the annual Board election (see Article 11, Clause 2).

2. The Elections Oversight Committee will determine the eligibility requirements for election to the STM Board, subject to the Board's approval. In establishing these requirements, the Committee will observe these guidelines:

- (a) Every nominee must receive approval of the nominee's organization's Head of House.
- (b) Every nominee shall be seconded by at least one other person who is a representative of a member organization;
- (c) No member company shall have more than two (2) Board seats

3. Every nominee for the Chair and for the Treasurer must first have been elected as a member of  
of  
the STM Board

## **E. The Chairman**

### **ARTICLE 19**

The Chairman shall normally preside at the meetings of The STM Board, the Executive Committee and The Annual General Meeting (AGM). In the absence of the Chairman The STM Board, the Executive Committee and The Annual General Meeting (AGM) will appoint one of its members to preside at a meeting or at part of a meeting.

## **F. The Chief Executive Officer (CEO) and the STM Office**

### **ARTICLE 20**

1. Apart from the tasks assigned to the Chief Executive Officer (CEO) in article 11 paragraph 5 and article 17 paragraph 2, the Chief Executive Officer (CEO) shall carry out the duties assigned to him by the STM Board. The Chief Executive Officer (CEO) shall work under the direction of the STM Board and take such other steps as may be necessary to give effect to the aims and objectives of the Association.
2. There shall be a STM Office at some suitable place to be determined by the STM Board.
3. The Chief Executive Officer (CEO) may employ, within the limits of the Association's annual budget, such personnel as required to enable him to manage the day-to-day affairs of the Association.
4. The Association recognises the jurisdiction of the country in which the STM Office is located.
5. The Chief Executive Officer (CEO) shall be paid such emoluments as may be determined by the STM Board at the time of his appointment subject to any increases which may from time to time be determined by the STM Board. The annual budget shall provide for his emoluments and expenses, for the running costs of the STM Office and for any other expenses incurred in the conduct of the affairs of the Association.

### **ARTICLE 21**

The duties of the Chief Executive Officer (CEO) of the board shall include:

- (a) The preparation in English of the minutes of the meetings held by the Association and the distribution of such minutes and in such other languages as the STM Board may consider necessary.
- (b) The preparation of the necessary documents to accompany the Agenda for meetings of the Association
- (c) The conduct of correspondence and keeping of records on behalf of the Association.
- (d) The collection and dissemination of information on key issues concerning scientific, technical and medical publishing, including the processing, storing and retrieval of information by computer.

## **G. The Treasurer**

### **ARTICLE 22**

1. All liquid assets of the Association, including annual membership fees and funds generated such as by the conferences, meetings and all other Association related activities, shall be deposited in the Association's bank account, which may be set up in the jurisdiction of the countries where members are based, and/or where the Chief Executive Officer (CEO) has his office.

2. The Treasurer and the Chief Executive Officer (CEO) shall manage the Treasury for the benefit of the Association and may deposit and as necessary disburse funds, provided that extra-budgetary disbursements in excess of an amount to be authorised from time to time by the STM Board shall require its prior approval.

## **H. General**

### **ARTICLE 23**

The STM Board may be dissolved by a resolution passed by a majority of two-thirds ((2/3) of the voting members in a special meeting at which at least two-thirds (2/3) of the members must be present.

### **ARTICLE 24**

On the proposal of the STM Board or on a written request to the STM Office in conformity with Article 7, these By-laws may be amended by the Annual General Meeting (AGM) by a majority of not less than two thirds (2/3) of the votes of the members present. Amendments shall take effect on such date or on the fulfillment of such condition or conditions as the Annual General Meeting (AGM) shall determine.

### **ARTICLE 25**

When versions of these by-laws are produced in other languages, the English language version shall always be regarded as the definitive text.

## **I. Standing Committees, Task Forces and ad hoc Committees**

### **ARTICLE 26**

1. Standing Committees are established by the STM Board, Task Forces and ad hoc Committees are established by the Chair as and when needed for the fulfillment of the aims of the Association.

2. The Chair of a Standing Committee will be appointed by the Chairman after approval of the STM Board. In the case where a Chair of a Standing Committee is not a member of the STM Board, he will be an ex officio member of the STM Board.

## **J. Transitional Clause**

This version of the By-laws will come into effect as from 10 October 2017 and were formally approved at the Annual General Meeting in Frankfurt am Main on 9 October 2017.