

# STATUES



THE BAHAMAS  
*Academy of Sciences*

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## *Statutes of The Bahamas Academy of Sciences*

A non-profit organisation for sciences & engineering in  
The Commonwealth of The Bahamas

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### *Statutes*

Whereas science, in all its aspects and in all its forms,  
enriches our understanding of the world around us and  
of ourselves;

Whereas the contributions of science enhance the  
quality of decision-making processes to chart the  
nation's future and are essential for the advancement  
of our nation and its growth and development;

We, the Undersigned, have agreed to establish an  
Academy of Science in The Bahamas.



## ARTICLE 1: ESTABLISHMENT 1.1

- 1.1 The Bahamas Academy of Sciences, hereinafter referred to as the "Academy", is an autonomous science organization established by a group of Bahamian scientists, hereinafter called "Founding Members", to pursue the objectives set out below.
- 1.2 The Academy shall be concerned with the natural sciences, mathematics, medicine and other life sciences, the engineering sciences, social sciences and the humanities.
- 1.3 The Academy has legal personality under the laws of The Bahamas, as specified in the Non-Profit Organisations Act, 2019. It may receive and dispose of property and monies. 2 Statutes of The Bahamas Academy of Sciences

## ARTICLE 2: OBJECTIVES

- 2.1 The objectives of the Academy are:
  - 2.1.1 To recognize, support and promote excellence in scientific research performed by scientists who are citizens of The Bahamas;
  - 2.1.2 To promote contacts among scientists who are citizens of The Bahamas and between them and the world scientific community;
  - 2.1.3 To strengthen the global position and role of scientific research performed by scientists who are citizens of The Bahamas;
  - 2.1.4 To advise the government on the quality of science in The Bahamas, as well as scientific aspects related to the advancement of our nation and its growth and development;
  - 2.1.5 To facilitate research in The Bahamas in areas of special importance to science or the nation.
  - 2.1.6 To provide information on science to, and build support for science with, the general public in The Bahamas.
- 2.2 In pursuing these objectives the Academy shall strive for the highest standards of independence and impartiality. Any recommendations or advice emanating from the Academy shall be merit-based, peer-reviewed and be made public unless exceptional circumstances make this impossible.

## ARTICLE 3: ACTIVITIES

- 3.1 In pursuing the objectives set out in article 2, the Academy may undertake, inter alia, the following activities:
  - 3.1.1 Provide a platform for discussion and dialogue to all scientists from The Bahamas and elsewhere on issues of common interest within The Bahamas;
  - 3.1.2 Elect into the Membership of the Academy scientists who have made outstanding contributions to their respective field(s) that meet the highest internationally accepted standards;
  - 3.1.3 Represent and promote the interests of science in The Bahamas in national, regional and international organizations, conferences and decision-making bodies;
  - 3.1.4 Conduct studies and publish reports and statements on themes and topics that relate to science in The Bahamas or to scientific aspects of social, environmental and economic issues in The Bahamas;
  - 3.1.5 Award medals, prizes and other honours to scientists from The Bahamas or elsewhere who have made outstanding contributions to their respective field(s) or to the objectives of the Academy;
  - 3.1.6 Award competitive research grants to scientists who are citizens of, and to research organizations established in, The Bahamas, either from its own financial resources or from financial resources made available to it;
  - 3.1.7 Publish information on science in The Bahamas for the community of scientists and for the public at large, as well as policy briefs aimed at governments;
  - 3.1.8 Organize workshops and symposia on themes and topics that fall within its objectives and undertake such other projects and activities as it deems appropriate for achieving its objectives.
- 3.2 In carrying out these activities the Academy shall endeavour to contribute to the social, environmental and economic development of The Bahamas. It shall also endeavour to increase awareness in society of the values represented by science.
- 3.3 In carrying out these activities the Academy shall maintain effective cooperation and coordination with other organizations or institutions, national or international, that have similar objectives.

## ARTICLE 4: MEMBERSHIP

- 4.1 The Membership of the Academy shall consist of the following
- 4.1.1 Founding Member;
  - 4.1.2 Member;
  - 4.1.3 Associate Member;
  - 4.1.4 Honorary Member;
  - 4.1.5 Emeritus Member.
- 4.2 Members shall be elected from amongst active scientists who are citizens of The Bahamas and who have, according to internationally accepted standards, made outstanding novel contributions to their respective field(s) of science and meet the criteria for Membership set out in the Membership Bylaws for the category of Member. Full Members enjoy all the rights and have all the obligations of Membership.
- 4.3 Associate Members shall be elected from amongst active scientists who are citizens of The Bahamas and who have made significant contributions to their respective field(s) of science but do not meet the criteria set out in the Membership Bylaws for the category of Member. Associate Members shall have the same rights and obligations as Members except the right to vote in the General Meeting or to be elected Officer of the Academy or to the Board of the Academy.
- 4.4 Honorary Members shall be elected from amongst scientists who are not citizens of The Bahamas, but who have made outstanding contributions to science in The Bahamas. Honorary Members shall meet the same criteria for Membership as Members. Honorary Members shall have the same rights and obligations as Members except the right to vote in the General Meeting or to be elected Officer of the Academy or to the Board of the Academy.
- 4.5 A Member shall become Emeritus Member at the end of the year in which they reach the age of 70 years. Emeriti Members shall have the same rights and obligations as Members, except the right to be elected Officer of the Academy.
- 4.6 The General Meeting may, on a proposal from the Board, divide the Academy's total Membership into Classes based on discipline. It may also set an upper limit to the number of Members that may be elected each year into a Class or, in the alternative, it may set an upper limit to the total number of Members in each Class.

- 4.7 Members of the Academy shall uphold the Statutes of the Academy and they shall contribute to the achievement of the objectives of the Academy. 5 Statutes of The Bahamas Academy of Sciences
- 4.8 Membership ends if a Member withdraws from the Academy, provided they have met all financial obligations to the Academy. Membership also ends when a Member is convicted of a crime or other serious offence, is declared a bankrupt or is declared to be of unsound mind, each of these decisions to be made by a competent court of law or other legally designated authority.
- 4.9 A Member may be expelled from the Academy when that Member has acted in manifest contravention of these Statutes or has otherwise prejudiced the good name or interests of the Academy. Expulsion shall be a decision of the Board, shall be a last resort and shall be based on grounds that are communicated to the Member. Before taking a decision on expulsion, the Board shall give the Member concerned the opportunity to defend themselves. In pursuing the objectives set out in article 2, the Academy may undertake, inter alia, the following activities:

## ARTICLE 5: ELECTION OF MEMBERS

- 5.1 Nominations for election into the Membership of the Academy shall be made in writing to the President of the Academy. Self-nominations shall be considered.
- 5.2 Nominations for election may be submitted at all times, but nominations received less than three months prior to the next General Meeting shall not be considered at that Meeting, but at a later General Meeting.
- 5.3 A nomination shall consist of the following documents: (a) a statement of at most 50 words on the most significant contribution to science of the candidate; (b) a statement of at most 500 words giving the reasons why the candidate meets the criteria for Membership; (c) the names of five referees with the widest possible geographical distribution who may be consulted by the Academy; (d) a list of up to 5 of the most outstanding publications of the candidate; and (e) a full CV of the candidate including a list of all major publications and accomplishments.

- 5.4 For each round of elections the President shall appoint a Membership Advisory Committee for each discipline, or group of disciplines, to assist with the selection of candidates to be proposed to the Board. The list of candidates to be submitted to the Board shall be drawn up in a meeting of the Chairpersons of the Membership Advisory Committees, chaired by the President of the Academy. The Board shall draw up a Final List of candidates to be elected into the Academy. It shall send this list to all Members for a secret ballot.
- 5.5 This ballot shall be held as follows:
- 5.5.1 The Board shall present the Final List to the Members along with two envelopes: one marked with the name of the Member, the other blank and without any markings;
  - 5.5.2 The Board shall indicate to Members the deadline on which all replies from Members must have been received by it;
  - 5.5.3 The Member shall indicate for each candidate on the Final List whether The Member supports the election of that candidate, opposes election or abstains;
  - 5.5.4 The Member shall then place the Final List in the unmarked envelope and place that envelope in the envelope marked with The Member's name;
  - 5.5.5 The Board shall verify that all replies received come from a Member of the Academy and it shall then put all unmarked envelopes in a sealed ballot box;
  - 5.5.6 When the deadline has passed, the Board shall open the ballot box and count the number of Members that have responded;
  - 5.5.7 If that number is less than two-thirds of all Members, the Board shall declare the ballot void and initiate a new ballot for which the required number of responses shall be reduced to one-half of total Membership;
  - 5.5.8 A candidate is elected when that person receives the support of at least one-half of the Members that have responded and if no more than one-fourth of the responding Members oppose their election;  
The above arrangements may also be implemented by e-mail provided that their intent and purpose is respected.
- 5.6 The President shall present each candidate that has been elected into the Membership of the Academy to the next General Meeting and each candidate shall state the grounds for election. Membership becomes effective once the candidate has stated before the General Meeting that they accept all rights and obligations of Membership.
- 5.7 All information obtained by the President, the members of the Membership Advisory Committee(s), the members of the Board or the staff of the Academy on persons considered for election shall be treated as confidential to protect their privacy.

## ARTICLE 6: GENERAL MEETING

- 6.1 The General Meeting is the highest body of the Academy and it is composed of all Members of the Academy. It shall meet at least once every year in an Ordinary Session at the offices of the Academy. All Members are expected to attend Ordinary Sessions.
- 6.2 The General Meeting may convene in an Extraordinary Session by decision of the President, the Board or at the written request of at least 1/5 of total Membership.
- 6.3 The venue and dates of Ordinary and Extraordinary Sessions of the General Meeting shall be determined by the Board. Sessions of the General Meeting shall be convened by a written invitation, including a proposed agenda, to be distributed to all Members of the Academy at least one month prior to the Meeting.
- 6.4 The General Meeting shall make, in particular, the following decisions:
- 6.4.1 Receive and approve the Annual Report of the Academy;
  - 6.4.2 Issue overall policy guidelines to the Board;
  - 6.4.3 Review the activities, present and future, of the Academy;
  - 6.4.4 Elect the Officers of the Academy;
  - 6.4.5 Elect the Ordinary members of the Board;
  - 6.4.6 Approve the appointment of auditors of the financial administration of the Academy;
  - 6.4.7 Review and approve reports and accounts submitted to it;
  - 6.4.8 Award medals, prizes and other honours on behalf of the Academy.
- 6.5 The General Meeting may make formal decisions only if at least one-half of the Membership of the Academy is present. If within one hour after the scheduled opening of a General Meeting less than one-half of the Membership is present, the session shall be adjourned. In that case the Board shall invite all Members to a second session that may make formal decisions without a quorum requirement provided that there are no changes in the agenda and provided that at least two weeks have lapsed after the adjournment.

- 6.6 Unless provided otherwise, decisions of the General Meeting shall be taken by a majority vote, abstentions not considered a vote. Decisions shall be made by a show of hands unless the General Meeting decides to vote by secret ballot. In case of a tie the President shall have a second vote.
- 6.6.1 Voting on the election of the Officers of the Academy and of the Ordinary members of the Board shall always be done by secret ballot;
- 6.6.2 If there is more than one candidate for a specific position as Officer of the Academy or as Ordinary member of the Board, the candidate who receives one half of the votes, abstentions not considered a vote, shall be elected. If no candidate receives one-half of the votes, the candidate with the fewest votes shall be withdrawn from the list of candidates. Voting shall then be repeated for the remaining candidates until a single candidate obtains a majority of the votes, abstentions not considered a vote.

## ARTICLE 7: BOARD

- 7.1 The Board shall consist of the Officers of the Academy and at least three Ordinary members, all elected from among the Members of the Academy.
- 7.2 The members of the Board shall be elected by the General Meeting on the basis of a proposal from an ad hoc Nominating Committee appointed by the Board at least 12 months prior to the expiration of the terms in office of the incumbent Academy Officers and Ordinary Board members.
- 7.2.1 The Nominating Committee shall consist of Members of the Academy that have previously been involved in activities of the Academy and that do not seek election into the new Board. If possible, at least one member of the Nominating Committee shall be a former or retiring board member who will act as chairperson of the Nominating Committee. In the composition of the Committee there shall be balance between disciplines, age and gender;
- 7.2.2 The Nominating Committee shall request all Members of the Academy to submit candidates for election as Academy Officer and/or Ordinary Board member. Self nominations shall be considered;
- 7.2.3 The Nominating Committee shall request incumbent Academy Officers and Ordinary Board members who are eligible for a second term to indicate whether or not they seek such a second term;
- 7.2.4 At least one month prior to the General Meeting where the election is to take place, the Nominating Committee shall inform the Board in the strictest confidence of the proposed slate of new Academy Officers and Ordinary Board members;
- 7.2.5 All information obtained by the members of the Nominating Committee, the members of the Board or the staff of the Academy on persons considered for election shall be treated as confidential to protect their privacy.
- 7.3 The Officers of the Academy and the Ordinary members of the Board shall be elected for a term of three years and shall be eligible for re-election for one additional term, either in the same position or in another. However, if a member of the Board is elected President, that person may have a total of three terms as member of the Board.
- 7.4 For the purpose of continuity, during the second and final term of an incumbent President the Nominating Committee may recommend a President-Elect who shall be, or become, a member of the Board.
- 7.5 The Board shall fill any vacancy caused by death, incapacity, resignation or inactivity of any of its members for the remainder of their term. In the event that the role of President becomes vacant, the Vice-President shall assume this role and the Vice-President's role filled by the Board. A person filling a vacancy shall be eligible for election, thereafter, for two normal terms. 10 Statutes of The Bahamas Academy of Sciences
- 7.6 Subject to overall policy guidelines of the General Meeting, the Board shall be empowered to make decisions on all matters affecting the Academy. In particular, the Board shall make the following decisions:
- 7.6.1 Manage, coordinate and supervise all affairs of the Academy, including its financial resources and other assets;
- 7.6.2 Convene the sessions of the General Meeting and distribute invitations, including an agenda, to the Members of the Academy;
- 7.6.3 Prepare a draft Annual Report of the Academy and submit it to the General Meeting for approval;
- 7.6.4 Appoint standing and temporary committees as and when the Board deems such committees necessary

- 7.6.5 Consider any reports and accounts to be submitted to the General Meeting for review and approval by that Meeting;
  - 7.6.6 Prepare decisions of the General Meeting to award medals, prizes and other honours to scientists for outstanding achievements;
  - 7.6.7 Adopt bylaws to give effect to the provisions of these Statutes. The Board shall inform all Members of the Academy of any bylaws it may adopt.
- 7.7 The Board may only take formal decisions if there is a quorum of at least four members. The Board shall decide by a majority of votes, abstentions not considered a vote. In case of a tie, the President shall have a second vote. Decisions shall be made by a show of hands unless the Board decides to vote by secret ballot. In the interval between meetings of the Board a vote may be taken by email.
- 7.8 The Board shall meet at least four times a year for scheduled Ordinary Meetings and additional Extraordinary Meetings as required. The Minutes of its meetings shall, when confirmed, be sent to all Members of the Academy.
- 7.9 Members of The Board shall be required to attend at least two of the scheduled Ordinary Meetings in any year. Any member of The Board who fails to attend the minimum required meetings shall be considered inactive and their position on The Board shall become vacant. This position shall be filled by The Board for the remainder of the term, as set out in the 7.5.

## ARTICLE 8: OFFICERS

- 8.1 The Academy shall have the following Officers: a President; a Vice-President; a Secretary General; and a Treasurer.
- 8.2 The President shall be the principal officer of the Academy and shall represent the Academy externally. The President shall preside over all meetings of the Board and all sessions of the General Meeting. They shall present reports on the Academy's activities to the Board and to General Meetings.
- 8.3 The Vice-President shall take the place of the President if the President is unable to attend meetings of the Board or sessions of the General Meeting or is unable to represent the Academy externally. The Vice-President may discharge such other responsibilities as the President assigns to them.
- 8.4 The Secretary General shall be responsible for all official records, including the Register of Members, of the Academy and for all official correspondence of the Academy, except that which relates to finance. They shall preside at meetings of the Board and at sessions of the General Meeting if the President and Vice-President are unable to attend.
- 8.5 The Treasurer shall be responsible for the financial records and administration of the Academy and for the management of all its financial resources and other assets. The Treasurer shall report annually, and at such times as the Board may determine, to the Board on the finances and accounts of the Academy. They shall present a report to each Ordinary Session of the General Meeting on the audited accounts of the Academy.
- 8.6 Any Officer of the Academy or an Ordinary member of the Board who behaves in a manner that is incompatible with the responsibilities of their office or who accepts a position that is in conflict with those responsibilities, including a paid position at the Academy, shall resign their office. If they refuse to do so, the Board shall propose to the General Meeting to remove them from office. If an Officer is expelled as a Member of the Academy, their term in office ends automatically.

## ARTICLE 9: EXECUTIVE DIRECTOR

- 9.1 The Board shall appoint an Executive Director of the Academy as the highest administrative officer of the Academy for a term in office set by the Board, but not less than three years, and for a salary and other benefits also set by the Board.
- 9.1.1 Not later than 6 months prior to the end of their term in office the Board shall request the incumbent Executive Director to indicate whether or not they seek appointment for another term in office;
- 9.1.2 If the Executive Director seeks another term, the Board shall decide whether or not to re-appoint the incumbent Executive Director;
- 9.1.3 If the incumbent Executive President is not available or if the Board decides that a new Executive Director needs to be appointed, the Board shall appoint a Search Committee from among its members;
- 9.1.4 The Search Committee shall publicly advertise the vacancy for a minimum of three (3) months, as well as the criteria for appointment. It shall also seek input from Academy Members-;
- 9.1.5 The Board shall appoint a new Executive Director not later than two months before the end of the term of the incumbent Executive Director.
- 9.2 The Executive Director is accountable to The Board of the Academy.
- 9.3 Subject to guidelines and instructions of the Board, the Executive Director shall be responsible for the administration of the Academy and for the management of the office of the Academy, including the appointment of staff, the setting of salaries and other benefits and the general conduct of the staff.
- 9.4 The Executive Director shall support the Board in formulating and implementing the policies of the Academy and shall maintain working relationships with all organizations that pursue objectives similar to those of the Academy.
- 9.5 If the Executive Director behaves in a manner that is incompatible with the responsibilities of their office, they shall resign from office. If they refuse to do so, the Board shall remove them from office.

## ARTICLE 10: FINANCIAL MANAGEMENT

- 10.1 The Academy is authorized to accept and receive grants, donations, gifts, bequests, trust funds and prizes from national or international entities, public or private, or from individuals, as well as fees from its members or for any services it may render. Acceptance of such financial contributions shall be effected by the Executive Director under guidelines issued by the Board.
- 10.2 The Officers of the Academy, the Ordinary members of the Board and other Academy officials elected from amongst the Members shall not receive any salaries or other honoraria or fees. However, they shall be reimbursed for any personal expenses made in performing their duties, while the Academy may compensate, in whole or in part, the organization where they work for the costs of their salary.
- 10.3 The Academy shall enter into financial obligations in relation to third parties only on the basis of an explicit decision of the Executive Director. The Executive Director shall enter into such financial obligations only for expenditures that are included in a budget approved by the Board.
- 10.4 The Academy may borrow money from established financial institutions and it may invest any funds it does not need to disburse. Investments shall be made only in financial instruments that carry a minimum of risk. Transfer of Academy funds for investment purposes shall be effected by the Executive Director upon a written instruction from the Board signed by the President.
- 10.5 The accounts of the Academy shall be audited in accordance with generally accepted accounting and auditing standards in The Bahamas.

## ARTICLE 11: PUBLICATIONS AND STATEMENTS

- 11.1 Publications or statements on behalf of the Academy shall not be made public until their public release is approved by the Board. In particularly urgent matters the President of the Academy may decide on the public release of a publication or statement provided that its content is in line with standing policies of the Academy and the President is not the sole author of publication or statement.
- 11.2 The Board shall appoint an Editor or Editorial Committee of the Academy, preferably from amongst its members, to supervise the preparation of publications for public release on behalf of the Academy.
- 11.3 The President or the Vice-President shall supervise the preparation of all Academy statements. If the President or Vice-President considers a statement ready for release, they shall submit a proposal to the Board on the manner and mechanisms of dissemination.

## ARTICLE 12: FINAL PROVISIONS

- 12.1 Amendments to these Statutes may be made by the General Meeting on the basis of a proposal from the Board. Proposed amendments shall be put to a vote only if at least two-thirds of the Members of the Academy are present at the General Meeting. Approval of a proposed amendment shall require a two-thirds majority vote, abstentions not considered a vote.
- 12.2 The Academy may be dissolved at an Extraordinary General Meeting, especially convened for that purpose. A proposal to dissolve the Academy shall include arrangements to dispose of the assets of the Academy.
- 12.2.1 The proposal to dissolve the Academy shall be put to a vote only if at least two thirds of the Members of the Academy are present at the Extraordinary General Meeting. Approval of the proposal shall require a two-thirds majority vote, abstentions not considered a vote.
- 12.2.2 If within one hour after the scheduled opening of the Extraordinary General Meeting less than two-thirds of the Membership is present, the President shall adjourn the session. The President shall then invite all Members to a second session that may take the decision to dissolve the Academy without a quorum requirement and by a majority vote, abstentions not considered a vote.