

**ISAP Guidelines for the organization and governance of the  
International Society for Applied Phycology**

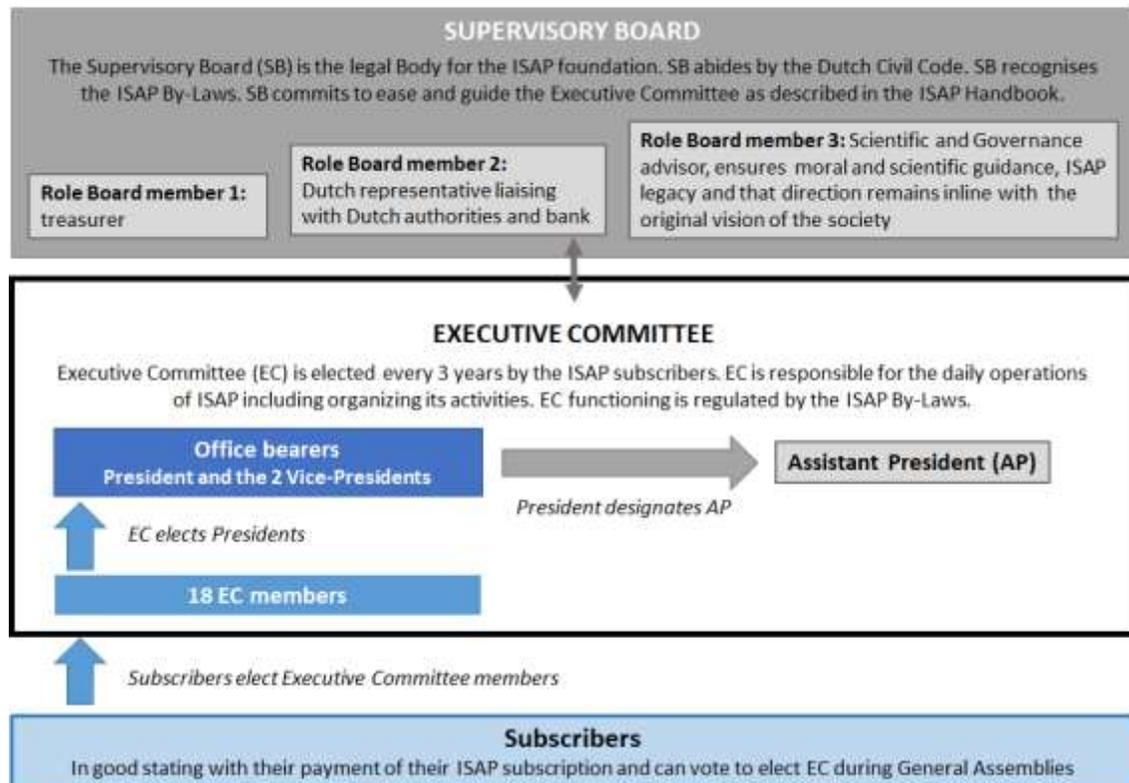
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## About ISAP Foundation

On September 29th, 1999, at a meeting held during the 8<sup>th</sup> International Conference on Applied Algology, the International Society for Applied Phycology (ISAP) was founded. An Executive Committee elected two officers: Prof. **Johan U. Grobbelaar** (South Africa) as President and Prof. **Mario R. Tredici** (Italy) as President-elect. Prof. **Roberto de Philippis** (Italy) agreed to serve the Society as Treasurer/Secretary. During the last following 20 years the ISAP conducted its activities with changes of registration numbers and bank accounts at each change of treasurer.

On February 14th, 2019, the ISAP Foundation was established to give legal status to the International Society for Applied Phycology (ISAP). These guidelines describe the different activities and procedures relative to the organization and governance of the ISAP Foundation. The ISAP Foundation has two main governing bodies: (i) the **Supervisory Board (SB)** consisting of three board members and officially registered in the Chamber of Commerce in the Netherlands. The SB is the legal body responsible for the ISAP Foundation. The SB abides by the Dutch Civil Code<sup>1</sup> stated in the **Deed of Incorporation**; (ii) The **Executive Committee (EC) of the ISAP** that is elected every three years by the ISAP subscribers and is responsible for the daily operations of ISAP. The roles of EC are regulated by the **ISAP By-Laws**. The relationship between the two governing bodies is described in the Organization and Governance section below and summarized in **Figure 1**.



**Figure 1: Organization Diagram of the ISAP foundation**

<sup>1</sup> <http://www.dutchcivillaw.com/civilcodegeneral.htm>

The relationship between the SB and the EC is officialized by a MoU between the EC and the SB. At the start of each new triennium and within three months after the election of the EC, SB and EC complete the MoU which is the general term describing mutual expectations between SB and EC. Based on the MoU the EC prepare its triennial plan and once the triennial plan is accepted by the SB, the MoU and triennial plan are signed by the three members of the SB, ISAP President and the two vice presidents.

This short version of the ISAP Handbook is used to inform future EC nominees about the responsibilities and to provide an overview of the expected roles and tasks to be fulfilled for each member of the SB and of the EC of the ISAP Foundation.

## 1. Registration of the ISAP Foundation in the Netherlands

### 1.1. Official registration and Foundation goals

The ISAP is registered as a Foundation (“stichting” in Dutch) in the Netherlands as **The International Society for Applied Phycology Stichting, Zeestraat 84, 2518AD, Gravenhage, Netherlands, Chamber of Commerce Number 73991392**, since February 14<sup>th</sup>, 2019.

According to the article 3 of the Deed of Incorporation the Foundation’s object is to promote research and dissemination of knowledge about conservation, protection and utilization of algae; and to perform various activities (directly and indirectly) related or conducive to the above, all in a broadest sense. The Foundation endeavors to achieve these objectives by organizing triennial meetings, workshops, training programs and exhibitions of algal biotechnologies and commercial algal products; and by forming links and affiliations with existing and emerging national and regional organizations of applied phycology.

The Foundation does not aim to make a profit.

Three persons registered as SB members as of **15.06.2021** are Ms. **Valeria Montalescot** who is the incorporator member of the ISAP Foundation and acts as Secretary and Treasurer of the Foundation, Mr. **Job Schipper** who acts as Dutch representative and liaise the ISAP foundation with the Dutch Chamber of Commerce and the bank, and Mr. **Roberto De Philippis** who serves as Scientific and Governance Advisor with outstanding knowledge of the Foundation goals and history. SB members are the legal representatives of the ISAP, and it doesn’t reflect the ISAP original organization which is described in the 2014 EC bylaws.

### 1.2. Financial Reporting

The ISAP foundation is a nonprofit entity and is formally registered as a Public Benefit Organization (PBO) (ANBI status<sup>2</sup>) in The Netherlands. This Registration as a PBO safeguards ISAP from tax payments. Symposium and training fees are excluded from VAT. However, payments of VAT can differ from case to case. When organizing activities EC

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<sup>2</sup> [What is a Public Benefit Organisation? \(belastingdienst.nl\)](http://belastingdienst.nl)

would need to consult with the Dutch Representative of the SB member to prepare the activities within respect of the law and awareness of the tax frame.

The ISAP Foundation Treasurer issues a financial bulletin each quarter to keep informed the EC and liaise with the Dutch representative to ensure all financial declaration and tax payment if required. The ISAP Foundation Treasurer completes an annual financial report for the EC of the ISAP. An ISAP subscriber independent from the SB or the EC is appointed to conduct the audit of the financial report once a year.

## **2. Governance**

### **2.1. Supervisory Board**

The Supervisory Board (SB) is legally responsible for the ISAP Foundation and all activities conducted under the ISAP. The SB abides by the Deed of Incorporation. All three SB members are also authorized to participate in any activity organized by the EC. The SB fully recognizes the existence of the EC by-laws and commits to offer supervision and guidance to the EC.

The SB is constituted at any time of three Board members registered in the Dutch Chamber of Commerce (CC) which will fill the role of the Treasurer, Dutch representative, and Scientific and Governance adviser. Each of the SB members has an equal vote on the SB's decisions. The SB decisions are taken at the unanimity. The SB members will designate a chair of the SB among its members prior to the start of the triennium of each new EC. New SB members are not elected and shall be appointed by the existing SB members in agreement with the EC for a period of minimum three years with a maximum of 12 years consecutive period.

The SB has the responsibility to evaluate the triennial plan presented by the EC in accordance with the objectives and the available funds, as well as compliance with the legal frame of the ISAP Foundation. The triennial plan must include a vision, the objectives, and activities that the EC wish to undertake and a provisional expenditure plan necessary for their proposed activities. Once the triennial plan is validated by the SB, the EC will however have the possibility to present amendments annually to the SB. These amendments are to be evaluated and validated by the same procedures as that for the triennial plan.

#### **2.1.1. Responsibilities of the members of the Supervisory Board**

##### **2.1.1.1. Treasurer of the Foundation**

It is in the remit of the Treasurer to:

- a. Manage the bank account and PayPal account
- b. Provide a quarterly and annual financial report to the ISAP Executive Committee
- c. Archive all financial documents (digital and papers) for 7 years
- d. Archive each quarter an extract of bank statement and PayPal statements

- e. Ensure that Foundation accounts are audited annually by an independent ISAP subscriber who cannot be the Assistant President, nor appointed in the SB neither in elected in the EC
- f. Archive all documents relevant to the functioning of the Foundation including Contracts and MoUs, Supervisory Board meeting minutes, triennial plans and its annual amendments provided by the EC, activities reports, meaning all documents requiring a decision from the Supervisory Board
- g. Manage disbursement of funds as agreed in the triennial plan and budget agreed with the EC (i.e workshop training grants, travel grants, expenses claim)
- h. Liaise with the Assistant President to ensure that all subscribers are up to date with subscription payments

#### **2.1.1.2. Dutch Representative**

At any time, a Dutch representative shall be registered as a board member. Primary task is to facilitate the management of the ISAP Foundation in the Netherlands in particular when it comes to liaise with the bank with offices in Amsterdam and Dutch Chamber of Commerce.

#### **2.1.1.3. Scientific and Governance adviser**

The Scientific and Governance adviser will provide governance and scientific guidance, to ensure ISAP legacy and that the future visions remain within the original visions of the society as described in the version 2014 of the ISAP Bylaw.

ISAP was founded in 1999 as a non-profit organization. ISAP is aiming at promoting research and dissemination of knowledge about applied phycology, algal biotechnology and the utilization of algae. To fulfill these objectives, the ISAP shall promote the following activities:

1. Organize triennial meetings, encouraging wide participation from academia and industry
2. Form an informed source of expertise among subscribers who can provide an accurate, disinterested opinion concerning algal products or relating to environmental impact of algae
3. Form links and affiliations with existing and emerging national and regional organizations of applied phycology
4. Promote exchange of students and researchers
5. Apply for special grants and donations from international bodies, governments and industry to support activities of the ISAP
6. Issue a newsletter to publicize activities
7. Organize workshops and training programs
8. Support culture collections of algae
9. Organize exhibitions of commercial algal products and similar pertinent exhibits along the triennial meetings

#### **9.1.1. Liaison with the Executive Committee**

The members of the SB, the ISAP president, Assistant President and Vice-Presidents (outgoing and in-coming President) shall meet at least **four times per year** to discuss the

triennial plan and progresses on ISAP activities and eventual adjustment of the triennial plan. The SB is always available to support the EC in dealing with urgent matters and meetings can be conducted with short notice with an agenda sent 48 hours before. To ensure their validity after the triennial period, contracts and MoU signed with other entities are to be signed by the ISAP President, and one of the SB members.

### **9.2. Executive Committee (EC)**

The EC is responsible for the conduct of the affairs of the ISAP on a day-to-day basis. The EC is elected every three years and it is constituted of 18 EC members and the Office Bearers which are the President, the out-going President, the in-coming President, and the Assistant President. At the beginning of the triennial term, the EC will produce a triennial plan including activities, working groups and budget to be presented to the SB for feedback and validation within **five months after the formation of a new EC**.

When the EC conducts an election process, a simple majority will suffice for the proposal to become effective. Abstentions or blanks are excluded in calculating a majority vote. Each EC member is entitled to one single vote.

During the three years term, the EC must organize at least one General Assembly (GA) usually during the congress period. The EC can organize annual GAs to communicate progress activities to subscribers and discuss matters related to the functioning of the society and eventual changes required. The Supervisory Board will be invited to discuss the triennial plan and its annual adjustments.

### **9.3. Bylaws**

The EC functioning is regulated by the **ISAP bylaws**. Amendments to the 2014 bylaw will be presented to the GA meeting to be voucher on June 15<sup>th</sup>, 2021. The amendment will be made to reflect the organization presented in this short version of the ISAP Handbook. The 2014 bylaw is accessible to all ISAP subscribers: [International Society for Applied Phycology - Authorization required \(appliedphycologysoc.org\)](http://International Society for Applied Phycology - Authorization required (appliedphycologysoc.org)).

Amendments proposal to the bylaw made by the EC must be sent to subscribers **one month prior to the GA** by emails. Amendments to the Bylaws may also be proposed by any member of the Society and must be submitted in writing to the EC **one month prior to the GA**. Each proposal of amendment of the bylaws shall be considered and referred to the subscriber for consideration. A simple majority by the subscribers present at a triennial meeting will suffice for the proposal to become effective. Abstentions or blanks are excluded in calculating a majority vote. Each subscriber is entitled to one single vote.

### **9.4. Nomination and Election of the EC members**

Any ISAP subscriber in good standing with his/her subscription, nominated by at least one ISAP subscriber, can be elected as a member of the EC. The nominations for the EC members will be submitted during the GA of the ISAP at the triennial congress or sent by email one month before the yearly GA. The ISAP encourages to nominate candidates in order to reach gender parity and to represent subscribers from all the Continents.

**Two months prior to the GA**, a call for nominations will be organized by email by the Assistant President, so that ISAP subscribers who will not be able to participate in the GA can also nominate a candidate.

The nominated candidates will be announced at the GA and the presentation of the candidates will be followed by vote. The election can be organized online. The 18 candidates receiving the greatest number of votes during the elections shall be declared as duly elected. The candidates with less votes but at least two votes will be offered the possibility to act as deputy in the event one of the duly elected EC members is unable to fulfil his/her function. The new EC shall be announced no later than the closing ceremony of the congress. If elections are conducted online or/and outside the congress period, the President will ensure that the name of the duly elected EC members are announced to the ISAP subscribers through the different means of Communication (e.g., email to subscribed, ISAP webpages, and social media) no later than two months after the presentation of the nominated candidates.

The President appoints the Assistant President from members of the EC or ISAP subscribers outside the EC no later than **one month** after the start of its mandate. Assistant President can conduct several terms as he/she can be appointed by consecutive Presidents.

With the exception of the President and the in-coming President, members of the EC shall hold office for one term, i.e. the period between triennial congresses, starting at the end of the ISAPs congress and ending at the end of the following congress. Members of the EC can be elected for a maximum of two consecutive terms. EC members who have served two terms can be nominated again but not at the consecutive election. After two terms, an out-going EC member will need to wait a triennial period before having the opportunity to be nominated again. The President will serve for one term only, thereafter he/she will serve for one term as Vice-President (out-going). The in-coming President will therefore serve at least three terms.

#### **9.5. Election of the President**

The President is elected by the newly elected EC within two months after the end of the congress. Any ISAP subscriber in good standing with its subscription can be elected as President of ISAP.

#### **9.6. Termination and replacement of EC members, President or Assistant President within triennial period**

EC members wishing to be released from the EC before the end of their triennial period, should notify the Assistant President by email as soon as possible. EC members inactive and not responsive to the President or Assistant President within six months will be automatically released from the EC. Once an EC member resigns or has his/her position terminated, the President will then be assigned one of the deputies elected at the last GA (see election process in 9.4).

President or Assistant President not responsive to the SB within a period of two months can be released from its duty by the SB and the out-going President who will then serve as the representative of the EC.

Assistant President wishing to be released from their function before the end of their triennial period, should notify the President by email as soon as possible. Once the Assistant President resigns or his position terminated, the President can then appoint any ISAP Subscriber as Assistant President.

The President wishing to be released from their function before the end of their triennial period, should notify the Vice-Presidents and SB by email with a copy to the Assistant President and all EC members as soon as possible. The out-going President can then act as a deputy until a new election is organized.

### **9.7. Roles and responsibilities of the EC members**

EC members are elected by the ISAP subscribers and their main role is to represent the Subscribers interest in the EC and contribute to the achievement of the ISAP goals by bringing support to the office Bearer in their tasks. The President and the two Vice-Presidents are the office bearers and are responsible for organizing the daily activities of the EC. It is particularly important that each EC member contributes into the working group and designated working group leaders among themselves.

#### **9.7.1. President**

It is in the remit of the President to:

- a. Ensure the respect and achievement of the goals of The ISAP Foundation
- b. Design the vision for the growth of the Foundation and recruitment of new subscribers
- c. Liaise decisions of the EC with the SB
- d. Appoint the Assistant President from member of the EC or ISAP subscribers outside the EC no later than **one month** after the start of its mandate
- e. Organize the Election of the President-elect from member of the EC or ISAP member outside the EC no later than **two months** after the start of its mandate
- f. Lead the EC to complete a MoU with the SB no later than **three months** after the start of its mandate
- g. Lead the EC to produce a triennial financial and activities plan to be presented to the Supervisory Board no later than **five months** after the start of its mandate
- h. Design in close collaboration with the EC members the adjusted annual financial and activities plan for the foundation to be submitted and validated by the SB
- i. Lead on the production of yearly reports to SB and final triennial report of the ISAP activities to ISAP Subscribers
- j. Present the audited accounting statement of the Foundation at the triennial congress (for conditions see 1.2)
- k. Coordinate the EC members activities
- l. Ensure that terms and conditions of the previous and new contracts with other Society are respected
- m. Liaise with the Local Organizing Committee (LOC) selected for the organization of the triennial congress
- n. Organize the Call and Selection by the EC members for the Distinguished Applied Psychologist Award to be attributed at the triennial congress
- o. Organize the Call and Selection by the EC members for the Outstanding Contribution to the ISAP to be attributed at the triennial congress

### **9.7.2. Vice president out-going**

The out-going President is the Past President, and it is in the remit of the out-going President to:

- a. Guide and assist the President in organizing and achieving its tasks.
- b. Will replace the active President in case of force major (e.g. non respect of the Goals and Ethics of the Foundation, incapacitating disease, death).

### **9.7.3. Vice president in-coming**

The in-coming President is the President-Elect, and it is in the remit of the in-coming President to:

- a. Learn the functioning of the ISAP Foundation and assist the President in organizing and achieving its tasks.
- b. Replace the out-going President when it has become active President and in case of force major (e.g. non respect of the Goals and Ethics of the Foundation, incapacitating disease, death) occurs.
- c. Organize the Call for the next ISAP Congress no later than **two months** before the GA under the guidance of the President, and that the next ISAP Congress is to be announced at the closing ceremony of the triennial congress.

### **9.7.4. Assistant President**

It is in the remit of the Assistant President to:

- a. Assisting the President in organizing and achieving its tasks
- b. Liaise with the Treasurer of the SB regarding all financial reporting or documents
- c. Produce the annual financial and activities plans and reports to be presented to the SB under the guidance of the President
- d. Manage subscriptions by checking weekly the website to make sure all subscribers have their access up to date, and validate manually the subscribers that paid by bank transfer instead of payment through the website. Produce invoices for subscribers when special requests from subscribers for whom the invoice from the website is not sufficient.
- e. Manage the [applied.phycologysoc@gmail.com](mailto:applied.phycologysoc@gmail.com) address by managing the enquiries, archiving emails in relevant folders, and dispatching emails to the President or other EC members when and as required.
- f. Assist the President in organizing meetings (planning, minutes etc.), especially the GA.
- g. Organize the Election of members of the next EC: organize the call for nominations of candidates for EC members by email for ISAP subscribers **two months** prior to the GA held at triennial ISAP Congress; ensure adequate system to allow all subscribers to vote, including the ones that cannot attend in person the GA.
- h. Managing archives of documents related to society by archiving digital copies (and hard copies when legally required) and providing relevant documents to the SB
- i. Update ISAP Handbook when required by EC or SB

### **9.7.5. EC members**

It is in the remit of the EC members to:



- a. Represent the ISAP subscribers' interest in the EC
- b. Contribute to the achievement of the ISAPs goals
- c. Elect the in-coming President
- d. Support the President in her/his tasks
- e. Attend meetings and discussions organized by the President
- f. Select the best proposal for the next ISAP Congress to be announced at the closing ceremony of the triennial congress
- g. Participate actively at least in one working group and attend the meeting organized by working group leader
- h. Promote the activity of the ISAP foundation in her/his network
- i. Propose to review at least two issues for the ISAP Newsletter during the triennium period
- j. Be part of the reviewing committee for the triennial congress: Review abstracts submitted, evaluate the quality of the oral or poster presentations for the attribution of the scientific prizes, participate as a session chair.
- k. Propose events or activities to the President to be organized during the triennium period or at the triennial congress in order to attract new subscribers and contribute to the executions of these proposed activities

#### **9.7.6. Working groups**

The EC is organized in a number of working groups such as Training workshops, Dissemination, Newsletter, Fundraising/Sponsorship, Young Career Actions. It is under the responsibility of the President to decide the working group structure as well as define a group leader that will conduct the daily management and work of its group. The President on behalf of the EC will also have the opportunity to call for volunteers to strengthen ongoing working groups when necessary.

#### **9.7.7. Key roles recommended for the good governance of the ISAP**

Three core working groups are key activities for the good governance of the ISAP: Communication, Newsletter and Training. The Communication Coordinator, the Editor-in-Chief and the Training Courses and Workshop Coordinator should be designated among the EC members shortly after their election in order to ensure the maintenance of these core activities for the ISAP.

##### **9.7.7.1. Communication Coordinator**

It is in the remit of the Communication Coordinator to:

- a. Manage and update the website and social media with input from the President
- b. Prepare an annual communication plan to be discussed and validated by the EC: this communication plan should include periodicity of news to be sent by email to subscribers and contacts, adequate social media activity to promote the society, its activities and goals
- c. Implement communication plan as validated by the EC
- d. Send emails to society subscribers regarding courses, training workshops, calls for candidates for the new EC, information on relevant conferences and congresses, and calls for ISAP Congress organizers on behalf of the President

- e. Publish regular News to a broader Audience outside the ISAP subscribers circle on the ISAP social media (e.g., Facebook, LinkedIn)
- f. Liaise with Nature Springer to ensure access to new journals and update access the Journal of Applied Phycology and Marine Biotechnology when required
- g. Support the ISAP Congress Local Organizing Committee with any communication tasks including the promotion of the congress.

#### **9.7.7.2. Editor in-chief**

It is in the remit of the **Editor in-chief** to:

- a. Organize a triennial plan for edition of the ISAP newsletter
- b. Ensure to follow the rules in order to maintain the registration of the ISAP Newsletter to the Australian library
- c. Ensure minimum two Editions per year
- d. Prepare / Update Guidelines for Authors
- e. Organize the Call for articles
- f. Organize the promotion of the newsletter and find at least two popular scientific articles per editions (four manuscripts per years)
- g. Organize the review of the proposed article
- h. Organize the structure of the Newsletter
- i. Guarantee the scientific and ethical quality Vancouver recommendations must be followed ([icmje-recommendations.pdf](#))
- j. Guarantee the quality of the format/Lay-out
- k. Send the newsletter directly to subscribers via the website and other communication means.

#### **9.7.7.3. Training Courses and Workshops Coordinator**

It is in the remit of the Training Courses and Workshop Coordinator to:

- a. Prepare the founding for the workshops in coordination with the Office Bearers
- b. Organize the Call and the selection process for workshops in coordination with the President and the Communication Manager
- c. Prepare the MoU between ISAP and the selected organization entity to be validated by the Office Bearers and signed by the President
- d. Ensure that the workshop is conducted as regulated in the signed MoU
- e. Ensure the financial and activities reports are delivered before final payment to the selected organization entity
- f. Ensure minimum that 1 article about the workshop is submitted to the following Issue of the Newsletter
- g. Ensure that communication materials are provided before and during the workshop from the selected organization to the Communication Coordinator in order to prepare News for the ISAP social media



The ISAP Foundation is a non-profit international Public Benefit Organization based in The Netherlands. Founded in 2019 to give legal status to the International Society for Applied Phycology (ISAP). ISAP is aiming at promoting research and dissemination of knowledge concerning the utilization of algae.

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