

EUROPEAN SOCIETY FOR PIGMENT CELL RESEARCH CONSTITUTION

(ESPCR Bylaws)

Article 1. Name, object and legal address

1.1 The Association is named for all intents and purposes, "European Society for Pigment Cell Research" (ESPCR).

1.2 The object of the Society is to promote interdisciplinary knowledge in the field of physics, chemistry, biology and medicine concerned with pigment cells, pigmentation and associated processes in man and other living organisms. To this end, the Society shall:

- a) promote and encourage the exchange of information and collaboration between scientists involved in basic and clinical research on the pigmentary and related systems including disorders such as melanoma, albinism, etc.
- b) arrange scientific meetings on problems concerning the biology of both normal and neoplastic pigment cells;
- c) promote affiliation to other organizations dealing with pigment cell research such as the International Pigment Cell Society, and organizations dealing with research on melanoma and cutaneous photobiology and others.

1.3 The principal office of the Society shall be at the official address of the current President. Subsidiary offices may be designated by the Society on proposal of the council and notification in writing to all Members.

Article 2. Membership

2.1 The Society shall consist of Members and Honorary Members and other categories of membership as approved by the General Assembly.

2.2 All investigators with interests within the field of pigmentation and pigment cell biology shall be eligible to be elected to membership of the Society.

2.3 Members shall be elected automatically on payment of the current annual subscription.

2.4 Membership dues shall be determined by the Council and confirmed by the General Assembly subject to the provisions of Article 5. Annual dues are payable on 1 January.

2.5 Members in arrears of the annual subscription by more than 12 months shall be deemed to have resigned and shall not have the rights of Members. They may be reinstated on payment of their dues.

Members in good standing shall have the right to vote, to hold office, to present or sponsor papers at meetings, and to receive any publication published by the Society.

2.6 Distinguished scientists who have contributed to advances of knowledge in the fields covered by the Society may be elected Honorary Members on nomination by the Council and announced at a General Assembly of the Society. They shall not pay subscriptions.

Article 3. Council and Officers

3.1 The Council of the Society shall consist of 11 ordinary members.

3.2 The Council shall be elected by the members and formally approved by the General Assemblies of the Society. Members of the Council shall normally be elected for 4 years and shall normally be eligible for re-election for 1 period of 4 years. The officers of the Society will seek nominations from willing candidates from the ordinary members of the Society. These nominations will be in writing and countersigned by at least 5 members.

3.3 The Officers of the Society are Honorary Officers and shall consist of a President, a Secretary and a Treasurer. The post of Secretary and Treasurer may be combined.

3.4 The Officers of the Society shall be elected to a term of 3 years and shall not be eligible for re-election to the same post until a further 3 year period has elapsed. The President shall not normally be eligible for re-election but the immediate past President shall be an ex-officio member of the Council.

3.5 In the event of a vacancy or inability of a Council member to serve his or her full term, the Council may appoint a candidate to the vacant office for the unexpired portion of the term.

3.6 The Council will, if possible, meet once a year in any case on the occasion of the Scientific Meetings of the Society. The President of the Society shall be the Chairman of the Council, at which 5 Members shall constitute a quorum.

3.7 The Council shall be authorized:

- a) To arrange Scientific Meetings within European countries
- b) To publish or enter agreements to publish journals or other publications by two-thirds of the majority vote of the Council
- c) To bestow suitable awards or honours to those scientists regardless of membership of the Society who, in the judgement of the Council, have made substantial and distinguished contributions to the field of pigment cell biology.

3.8 Any action that may be taken by the Council at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the Council Members.

3.9 The President shall be authorised to nominate Committees for special purposes within the general programme of the Society. The Council may also co-opt members for particular purposes. The Editor of the ESPCR bulletin shall normally be a Member of the Council either as an elected Member or ex-officio.

Article 4. General Assembly

4.1 The General Assembly shall normally be called by the President on the occasion of the Annual Scientific Meetings. Notification of the Scientific Meeting shall constitute an invitation to Members to attend the General Assembly.

4.2 The Agenda of the General Assembly shall include :

- a) The Secretary's Report
- b) The Treasurer's Report
- c) Election of Officers
- d) Election of other Council members

Article 5. Financial affairs

5.1 The level of the Society's subscriptions shall be determined by the Council.

5.2 The funds of the Society shall be under the control of the Council, who shall have the power to expend the funds as they think fit to promote the objectives of the Society. The financial affairs of the Society shall be conducted on the basis of the calendar year.

5.3 The Treasurer shall submit a financial report to the Council.

5.4 An internal auditor of the accounts may be appointed by the Council.

Article 6. Indemnification

6.1 The Society may indemnify and reimburse any person who, at any time, serves or shall have served as a Council member or officer against and for any and all claims and liabilities to which he/she may be or become subject by reason of such service against and for any and all expenses necessarily incurred in connection with the defence or reasonable settlement of any legal or administrative proceedings to which he/she is made a party by reason of such service, except in relation to matters as to which he/she shall be finally adjudged to be liable for misconduct in the performance of his/her official duties.

Article 7. Dissolution

7.1 The Society is not organised for profit, and no part of the net earnings of the Society shall inure to the benefit of any member. In the event of the dissolution of the Society or liquidation of the assets of the Society, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the Society's property or the proceeds thereof, and the balance of all money, assets, and other property of the Society, after the payment of all debts and obligations, shall be transferred to such organisation or organisations organised and operated exclusively for scientific, social and cultural purposes.

Article 8. Amendments

8.1 Proposed amendments to the Constitution may be acted upon at the General Assembly of the Society provided that each proposal is endorsed in writing by at least 3 members and placed in the hands of the President not less than 3 months before the meeting.

8.2 Amendments should be circulated to the members at least 1 month before the Assembly. The adoption of the amendment of the Constitution shall be by the majority of the General Assembly.

Article 9. Settlement of controversies

9.1 Any controversy concerning the administration of the Society which may arise within the Society shall be arbitrated by the Council.

Article 10. Reference to laws in force

10.1 The articles of this Constitution have been drawn up in accordance with English law and any legal dispute concerning this Society will be settled under English law.

Last update: July 27, 2008