

# CONSTITUTION

## I. NAME, LOCATION, PURPOSE AND DURATION

### Art. 1

Under the name "International Society of Lymphology" (Internationale Gesellschaft für Lymphologie, Société Internationale de Lymphologie) exists a "Verein" in the sense of article 60 ff. of the Swiss Civil Code. The Society is an independent legal entity with legal capacity.

### Art. 2

Domicile of the Society is Zurich, Switzerland.

### Art. 3

The duration of the Society is unlimited.

### Art. 4

The object of the Society is to further and assist in the activities which propose to advance and disseminate knowledge in the field of lymphology and allied subjects. This particularly includes encouragement and assistance in experimental lymphology and clinical research, the establishment and furtherance of relations between basic researchers and clinicians as well as furtherance of personal contact and exchange of ideas between the interested participants.

## II. MEMBERSHIP

### Art. 5

- (1) The Membership of the Society will be as follows:
  - Active Members
  - Honorary Members
  - Associate Members
  - Junior Members
- (2) Active Members may be persons who are able to significantly promote the cause of lymphology, especially graduates of medical, biological and technical sciences.
- (3) Honorary Members may be Active Members or other persons meeting the requirements for active membership pursuant to sec. (2) above who have gained special merits in the field of lymphology or towards the Society. Honorary Members do not pay any fees. Honorary Members will be nominated by the Executive Committee; these nominations will have to be voted on by the General Assembly.
- (4) Associate Members may be persons, legal entities of all kinds such as corporations and limited companies, associations and partnerships which significantly assisted or contributed to the advancement of the Society.

Associate Members have no right to vote, take part in elections or to hold any office in the Society.

- (5) Junior Members may be persons meeting the requirements for active membership pursuant to sec. (2) above. Junior membership may be converted into active membership at any time but is in any event limited to five years after graduation; after the expiry of this period Junior Members automatically acquire active membership. Junior Members do not pay any fees; they have no right to vote, take part in elections or to hold any office in the Society.

### Art. 6

Membership in the Society can be obtained on the basis of a written application. Names of new applicants will be published in the Society's Bulletin. Any members who object to the admittance of a candidate must state their objections in writing to the Secretary-General no later than one (1) month after publication of the Bulletin. The reasons for objection must be stated. If no objections are raised the membership will become effective on July 1 or January 1 next following the end of the period of time during which objections can be raised. The membership of people against whom valid objections have been raised will be discussed at the next Executive Committee meeting. No less than 2/3 of the members of the Executive Committee must then approve the application. Otherwise, it will be considered rejected.

#### **Art. 7**

Members may resign from the Society at any time upon submission of a written declaration to the Secretary-General. Resignation will be effective at the end of the calendar year in which it was submitted.

#### **Art. 8**

The expulsion of a Member will be effected by unanimous vote of the Members of the Executive Committee present at the respective meeting of this agency without the possibility of an appeal by the Member to be expelled to the General Assembly. Before the expulsion becomes effective, the Member involved must be given the opportunity to be heard by the Executive Committee at a regular meeting of this agency. This requirement is complied with if the Member chooses to submit a written statement only. Expulsion may be carried out without specifying the reasons.

Membership of a member being in default with the payment of his dues for a period of twelve (12) months will automatically terminate as per the end of the business year during which the aforementioned period of twelve (12) is completed.

### III. ORGANISATION

#### **Art. 9**

The agencies of the Society are:

- The General Assembly of the Members
- the Executive Committee
- the Auditors
- the Nominating Committee

#### *A. General Assembly*

#### **Art. 10**

- (1) The General Assembly will meet every two to three years during each International Congress organized by the Society.

Resolution or any transactions which a Member wants to be listed on the agenda must be submitted in writing to the Executive Committee at the latest three months prior to the meeting of the General Assembly. The complete agenda has to be submitted to the Members at the latest four weeks prior to the meeting of the General Assembly. Any business which is not on the agenda will be dealt with at the meeting of the General Assembly only if a majority of two-thirds of the Members present who are entitled to vote so decide. Suggestions for amendment of the Constitution or for dissolution of the Society must be announced on the agenda.

- (2) The Executive Committee may call extraordinary meetings of the General Assembly and is required to call such a meeting if at least one-fifth of the Members entitled to vote so request.

#### **Art. 11**

The General Assembly as the supreme agency of the Society, apart from the powers otherwise

conferred upon it by this constitution, shall in particular have the following powers:

- a) Election of the President, the other Members of the Executive Committee, the Auditors and the Members at large of the Nominating Committee.
- b) To approve the business and financial reports after having received the auditors' report.
- c) To decide on the amount of the membership fee.
- d) To decide on the place and the time of future International Congresses as suggested by the Executive Committee.
- e) To decide on amendments to the Constitution.
- f) To decide on the dissolution of the Society or its merger with another association ("Verein").
- g) To decide on the nomination for honorary membership according to Article 5 (3).
- h) Handling of all other business which may be submitted to it by the Executive Committee.

#### **Art. 12**

- (1) The Chairman of the General Assembly shall be the President. In his absence the General Assembly will elect a member of the Executive Committee as its Chairman.
- (2) The General Assembly decides by a relative majority vote. In case of a tie, the Chairman of the General Assembly will cast the deciding vote. Resolutions concerning amendments of the Constitution can be taken only if at least two-thirds of the members present vote in favor. The dissolution of the Society or its merger with another association can be resolved only by a majority of two-thirds of members with voting rights. The voting can be effected during a meeting of the General Assembly or by mail.
- (3) The elections by the General Assembly are by secret ballot unless it has been decided otherwise by the General Assembly. On secret ballots blank, unauthorized, or otherwise void forms will not be counted. During elections, results will be decided by relative majority. In case of a tie between the candidates reaching the smallest number of votes required for their election the decision will be reached by lottery.
- (4) Members who do not attend a meeting of the General Assembly may vote by giving a written proxy to another member with voting rights and will then be considered present.

#### *B. The Executive Committee*

#### **Art. 13**

- (1) The Executive Committee consists of the President and at the most twelve (12) additional Members. In case of inability of the President, the duties of the presidency will be assumed by a Member of the Executive Committee elected by the Executive Committee as Interim President.
- (2) The terms of the Members of the Executive Committee shall be from the regular meeting of the General Assembly at which they are elected until the regular meeting after the next. No one may serve more than two consecutive terms on the Executive Committee.
- (3) The Executive Committee will assign the various tasks and duties to the individual Members. The Executive Committee will appoint the Treasurer and the Secretary-General.

#### **Art. 14**

- (1) Meetings of the Executive Committee will be called as needed by the President or upon request of at least three Members of the Executive Committee or upon request of the

Secretary-General. If possible there should be a meeting of the Executive Committee every year.

Notice of the meeting should be given at least thirty days before the scheduled date and the agenda should be submitted at the same time, except in cases where urgent measures have to be taken.

- (2) For resolutions and elections the presence of the majority of all members of the Executive Committee is required. Members who are unable to attend a meeting may give another member a written proxy and he will then be considered present. No member may carry more than one proxy.

Resolutions and elections may be performed by mail.

- (3) The Executive Committee, unless otherwise provided in this Constitution (Articles 6 and 8), decides and elects by relative majority. In case of a tie the President will cast the deciding vote.

#### **Art. 15**

- (1) The Executive Committee or where so resolved by the Executive Committee, the Secretary-General represents the Society to any outside person or body. The joint signatures of the President of the Secretary-General and another Member of the Executive Committee shall be binding on the Society.
- (2) The Executive Committee shall have all powers and will execute all matters and perform all transactions which are not reserved to the General Assembly by this Constitution. Apart from matters otherwise referred to it in this Constitution are in particular incumbent to the Executive Committee:
  - a) Acceptance of new Members within the limits of Art. 6 and the expulsion of Members according to Art. 8.
  - b) Administration of the finances of the Society and decision upon their uses.
  - c) Issuance of Regulations governing the activities of the officers, in particular of the Secretary-General.
- (3) The Executive Committee has the power to appoint by formal decision Committees for particular tasks. Such Committees may be permanent or temporary and will be headed by a Member of the Executive Committee.

The Executive Committee shall issue regulations governing the activities of each such Committee.

#### *C. The Office of the Secretary-General*

#### **Art. 16**

- (1) The Secretary-General is appointed to his position by the Executive Committee. His tenure is for four years; he may, however, be re-appointed indefinitely. He need not be a Member of the Executive Committee.
- (2)
  - a) The Secretary General will handle the daily business of the Society and within the frame of such business represent the Society to any outside body or person.
  - b) The Executive Committee will issue the Regulations for the Office of the Secretary-General. It will state the rein on the powers allocated to the Secretary-General, and in particular define the amount of money at the free disposal of the Secretary-General.

- c) The Secretary-General will report on his activities in writing to all Members of the Executive Committee at least twice a year.
  - d) The Secretary-General is entitled to attend all meetings of the Executive Committee but shall not have a vote unless he is a Member of the Executive Committee.
- (3)
- a) The Secretary-General may appoint Secretaries for particular tasks or regions as needed. Appointments will become effective only by approval of the Executive Committee.
  - b) The Secretary-General will issue the Regulations for the Secretaries.
  - c) Secretaries need not be Members of the Executive Committee.
  - d) The Secretaries will report in writing on their activities to the Secretary-General at least twice a year.
  - e) On invitation by the Executive Committee or by the Secretary-General, the Secretaries may attend meetings of the Executive Committee. They shall, however, have no vote unless they are Members of the Executive Committee.

#### *D. The Nominating Committee*

##### **Art. 17**

The Nominating Committee shall consist of the President the two immediate past-Presidents and two Members at large, elected by the General Assembly at each meeting.

The President shall be the Chairman of the Nominating Committee.

The Nominating Committee shall propose to the General Assembly the names of candidates for each elective office.

#### *E. The Auditors*

##### **Art. 18**

The General Assembly shall elect two Auditors and their substitutes. Their terms of office will be from the meeting of the General Assembly at which they are elected until the next; they may be re-elected indefinitely.

The Auditors will have to examine the books and the pertaining documents as well as the annual financial report. They will report on their findings in writing to the Executive Committee and bring a motion for approval or rejection of the annual financial report according to their findings. The Executive Committee will submit the Auditor's report and notion to the General Assembly. The Auditors, with the approval of the Executive Committee, may delegate the audit to an accounting firm.

### IV. FINANCES

##### **Art. 19**

The International Society of Lymphology is a non-profitmaking organization.

##### **Art. 20**

A business year corresponds to a calendar year.

##### **Art. 21**

(1) The Society's income will result from:

- a) The annual fee in the amount fixed by the General Assembly, to be collected from Active and Associate Members.
  - b) Special dues will be decided upon by the General Assembly to be paid by Active Members.
  - c) An initiation fee to be paid by Active Members: the amount of the initiation fee will be fixed by the Executive Committee.
  - d) Other sources.
- (2) The annual fees will be collected for each calendar year. These are to be paid in advance and no later than March 31st. Members joining the Society before June 30th in any calendar year will pay the whole amount; for Members joining the Society after that date the dues for the respective year will be halved.
- (3) The Executive Committee for justifiable reasons is authorized to temporarily reduce or eliminate the annual fee and/or initiation fee for individual Members. These Members – who are entirely or partially freed from their financial obligations towards the Society – have no right to vote, take part in election or hold office in the Society. They will not receive the Society Journal free of charge. The Executive Committee may, however, grant exceptions to this provision.
- (4) The financial obligations of Members resigning from the Society or expelled terminate at the end of the respective calendar year only.

**Art. 22**

Dues will not be refunded to members resigning or expelled. Such members have no claim against the Society's assets.

**Art. 23**

For the obligation and commitments of the Society the Society's assets will be solely liable to the exclusion of the personal liability of the Members.

**V. DISTRIBUTION OF ASSETS IN CASE OF DISSOLUTION  
OF THE SOCIETY**

**Art. 24**

In case of dissolution of the Society according to Art. 12 (2) the Members with voting rights will decide about the use of the Society's assets. These must, however, under all circumstances be conferred upon one or more Institution(s) or Organization(s) whose aims are compatible with those of the present Society.

This Constitution has been adopted during the Charter Meeting of July 19, 1966. The additional amendments have been accepted by the General Assembly in Brussels 1970, Prague 1977, and Montreal 1981.

Zurich, December 1981