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CONSTITUTION

Originally the *International Society for Clinical Biostatistics* was governed by The Rules of the Society adopted at the General Meeting on 14 September 1982.
These Rules were revised at General Meetings on 11 September 1984; 18 September 1986; 9 September 1987; 1 September 1988; 20 September 1990, and 18 August 1992.
The Rules were replaced by this Constitution adopted at the General Meeting on 27 August 1996 and revised on 1 April 2002 and 31 December 2008, following postal ballots.
Following an electronic ballot, a revision was made on 31 December 2012.
An electronic ballot was held in October 2018 to propose the modification of Clause (0.02).
Following electronic ballots in 2022 and 2024, revisions were made on 22 October 2022 and 01 July 2024.

PREAMBLE

(0.01) The registered office of the Society shall be in Geneva.
The Society may change its registered office upon authorisation of a new Membership Administrator.

(0.02) All disputes between The Society and its members or between members concerning The Society shall be resolved according to the laws of the country of the registered office of the Society.

ARTICLE 1: NAME

(1.01) The name of the Society is the International Society for Clinical Biostatistics, which may be abbreviated ISCB, and is referred to hereafter as The Society.

(1.02) The official language of The Society is English, and meetings of the Executive Committee, General Meetings of The Society, and the Conferences, as well as ballots shall be conducted in that language. For consistency the Constitution should be in British English.

ARTICLE 2: AIMS

(2.01) The Society is organised and shall be operated for educational and scientific purposes with the following Aims:

- to stimulate research on the biostatistical principles and methodology used in clinical research;
- to increase the relevance of statistical theory to clinical medicine;
- to promote high and harmonised standards of statistical practice;
- to work with other societies and organisations in the advancement of biostatistics;
- to promote better understanding of the use and interpretation of biostatistics by the general public, and by national and international organisations and agencies within the public and commercial sectors with an interest in, and/or responsibilities for, public health; and
- to provide a common forum for clinicians and statisticians through meetings, seminars and publications.

ARTICLE 3: POWERS

(3.01) In pursuance of its Aims The Society is empowered to:

- appoint Executive Officers and an Executive Committee to manage and administrate the organisation and business of The Society;
- accept into Membership of The Society those who apply and are eligible (4.02), and to reject those who are not;
- exclude from further Membership of The Society those whose activities are considered to contravene the Aims of The Society or to damage its reputation;
- arrange Conferences and Courses on aspects of biostatistics including aspects of organisation and methodology of setting up clinical trials and epidemiological studies; and to
- set up and dissolve Committees as required.

ARTICLE 4: MEMBERSHIP

(4.01) There are 2 categories of Membership both enjoying all the privileges and rights of The Society as set out in this Constitution, including nominating, voting for and becoming an Officer of The Society.

(4.02) **Ordinary Membership** shall be open to all interested individuals who share the Aims of The Society (2.01). Membership shall commence upon payment of the Annual Membership Fee and continue until the end of the same calendar year (31 December), unless terminated by resignation or by the Executive Committee.

(4.03) **Honorary Membership** shall be recommended by the Executive Committee and conferred by majority vote of the Executive Committee, on Ordinary Members distinguished in clinical biostatistics, who have given service of exceptional value and duration to The Society.
Honorary Membership shall be conferred for life and shall not require the payment of an Annual Membership Fee.

(4.04) Hereafter "Member(s)" means Ordinary or Honorary Member(s) of The Society; Membership refers collectively to the Members of The Society.

(4.05) A Register of the Members shall be kept by the Office under the responsibility of the Treasurer for financial aspects and the Secretary for administrative aspects.

ARTICLE 5: EXECUTIVE OFFICERS

(5.01) There shall be 4 Executive Officers of The Society, the President, the Vice-President, the Secretary and the Treasurer. All except the President must be elected by ballot as set out under Article 15, and must be Members for at least the 2 calendar years prior to the term they are nominated for (the nomination term).
The President will be elected only in an emergency (as set out in (5.11) and (5.12)), and must then be a Member for at least the 3 calendar years prior to the nomination term.

(5.02) Hereafter "Officer" refers to an Executive Officer of The Society; "The Officers" refers to all 4 Executive Officers collectively.

(5.03) All terms of office shall normally start and terminate on 1st January, but each Officer may serve until a successor becomes available.

(5.04) The President

(5.04a) The President of The Society shall act as the main executive on behalf of The Society by presiding at meetings of the Executive Committee and at General Meetings.
The President shall represent The Society and its overall aims in discussions and meetings with persons outside The Society and shall act as The Society figurehead.

(5.04b) The President shall normally serve for a period of 1 calendar year, having been Vice-President for the 1 calendar year immediately prior to attaining office.

(5.04c) The President shall not be eligible to stand for election as another Officer, or as a member of the Executive Committee, during the term of office, or during the 2 calendar years which immediately follow it.

(5.04d) The President (or a representative of the President (7.07)) shall be a member of all Subcommittees (Article 7) set up by the Executive Committee.

(5.04e) The President shall have a casting vote to break ties while presiding at meetings of the Executive Committee and at General Meetings.

(5.04f) The President (following discussion with the Secretary) shall present an Annual Report describing the activities of The Society during the previous year, relating these to the overall aims of The Society; the Report shall be distributed to the Membership or published in The Society's Newsletter (hereafter referred to as The Newsletter (16.01)) at least 1 month before the Annual General Meeting.

(5.05) The Vice-President

(5.05a) The Vice-President of The Society shall be the President-elect and in the absence of the President shall perform all Presidential duties and when so acting, shall have the powers vested in the President.

(5.05b) The Vice-President shall normally serve for a period of 1 calendar year and then automatically succeed to the Presidency of The Society at the end of the President's full period of office.

(5.05c) The Vice-President shall succeed to the Presidency earlier should this office become vacant, and shall then serve for the remainder of the current Presidential term plus the full Presidential term of 1 calendar year following.

(5.05d) The Vice-President is not eligible to stand for election as another Officer, or as a member of the Executive Committee, during the term of office, during the ensuing term as President, nor during the subsequent 2 calendar years.

(5.05e) The Vice-President is responsible for setting up the Ballot Committee (15.05).

(5.06) The Secretary

(5.06a) The Secretary shall be responsible for organising and giving due notice of meetings of the Executive Committee and General Meetings of The Society, for preparing Agendas in consultation with the President, and shall keep a proper record of their proceedings, including resolutions and votes cast.

(5.06b) The Secretary shall be responsible for circulating Minutes within 1 month. The Office shall have custody of all Minutes and correspondence and in addition, of all records of accounts and supporting documents once audited. The Secretary should have ready access to all these records.

(5.06c) The Office under the responsibility of the Secretary shall maintain records of the members (and their terms of membership (7.02)) of all Subcommittees and Joint Committees (Article 7).

(5.06d) The Secretary shall normally serve for a period of 3 calendar years, and is not eligible to stand for immediate re-election as Secretary. The Secretary is eligible to stand for election as Treasurer and may stand for election as Vice-President, even after having served as Secretary and Treasurer.

(5.07) The Treasurer

(5.07a) The Treasurer shall have custody of The Society's funds, shall keep full and accurate records of The Society's financial transactions and shall deposit all money and other valuables in the name of The Society with such banks or other depositories approved by the Executive Committee.

(5.07b) The Treasurer shall prepare 2 financial statements each calendar year, one for the final Executive Committee meeting of the calendar year covering that calendar year and one for the Annual General Meetings covering the previous 12 months.

(5.07c) The Office under the responsibility of the Treasurer shall also keep audited statements of the accounts of the Conferences of The Society, and transfer surplus money from them to The Society's accounts.

(5.07d) The Office under the responsibility of the Treasurer shall collect the Annual Membership Fees and shall maintain an up-to-date computerised Register of Members consisting of their names, addresses, and email addresses.

(5.07e) The Treasurer shall normally serve for a period of 3 calendar years, and is not eligible to stand for immediate re-election as Treasurer. The Treasurer is eligible to stand for election as Secretary and may stand for election as Vice-President, even after having served as Treasurer and Secretary.

(5.08) No Member of The Society may hold 2 Executive Offices at the same time.

(5.09) No Officer except the Vice-President and President may serve as an Officer for a period which exceeds 6 consecutive calendar years.

(5.10) A vacancy in an Executive Office other than that of the President or Vice-President, in which the full term was not served, may be filled immediately by a Member appointed by the Executive Committee.
The appointee shall serve until a new Officer has been elected by ballot. The ballot shall be overseen by the Ballot Committee according to the procedures described in Article 15 and following a time-table determined by the Executive Committee.

(5.11) A vacancy in the Vice-Presidency may not be filled except by ballot of the Membership.
When the vacancy occurs within the first 6 months of the 1 year term, the ballot for the Vice-Presidency shalltake place as quickly as possible.
When the vacancy occurs within the last 6 months, there shall be an emergency ballot for both the Vice-President and the President.
If necessary the President's period of office shall be extended beyond 1 year to ensure that the Presidency and Vice-Presidency are not simultaneously vacant.

(5.12) Should both the Presidency and Vice-Presidency become inadvertently vacant, the Executive Committee shall immediately appoint an Acting President who shall serve until a ballot can be held for both Officers.

(5.13) The emergency election of the Vice-President (5.11) and/or the President (5.12), shall be overseen by the Ballot Committee according to the procedures described in Article 15 and following a time-table determined by the Executive Committee.

ARTICLE 6: EXECUTIVE COMMITTEE

(6.01) The Executive Committee of The Society (hereafter referred to as the Executive Committee) shall be the principal policy-making and legislative body of The Society responsible for its general management, efficient organisation and maintenance, including the setting up and running of a Permanent Office.

Its business must be to consider the best methods for promoting the Aims of The Society, to ascertain and take account of the views of the Membership, to propose changes to the Constitution and the Annual Membership Fees so as to maintain the viability of The Society.

(6.02) The Executive Committee shall consist of the 4 Officers and 9 other members ("Ordinary members"), i.e., 13 voting members in total, plus the Past President, who shall serve only for the calendar year immediately following the Presidency, and up to 4 co-opted members.

(6.03) The Ordinary members, who shall be Members of The Society for at least the 2 calendar years prior to the nomination term, must be elected by ballot; their full term of office shall be 3 calendar years and they shall not be eligible for immediate re-election as Ordinary Members.

(6.04) The Executive Committee shall co-opt the Social Media and Communications Coordinator, if not already a member, and further may co-opt a maximum of 3 additional Members in any 1 calendar year, by approval of the Executive Committee.

With the exception of the Social Media and Communications Coordinator, co-opted members may serve on the Executive Committee only until the end of the calendar year following the year in which they were co-opted, and further, may not be co-opted again within 1 calendar year of the date of leaving the Executive Committee.

Co-opted members shall not have voting rights.

(6.05) The Executive Committee must meet at least twice in a calendar year, usually once at the Conference of The Society and on at least one other occasion during the calendar year. At least 30 days notice of such meetings must be given to all Executive Committee members by the Secretary. In the case of a virtual Conference or no Conference, the meeting may be arranged as a video or telephone meeting.

(6.06) Meetings of the Executive Committee shall normally be arranged by agreement among members or by agreement among The Officers. Meetings may also be called by agreement of a majority of the full current membership of the Executive Committee.

(6.07) The Executive Committee may require a member, other than the President (or the President's representative (7.07)), usually the Chair of any Subcommittee, not already represented, to attend for relevant items of its Agenda; such members have no voting rights.

(6.08) Any member of the Executive Committee who fails to attend at least 75% of Committee meetings for 2 consecutive calendar years without providing sufficient explanation for absence to the President and Secretary cannot be eligible to stand for election during the 2 calendar years after the end of the term of office.

(6.09) The Executive Committee shall be presided over by the President, or in the absence of the President, by the Vice-President.

A meeting of the Executive Committee cannot proceed in the absence of both the President and Vice-President, except by prior agreement of both (when the Chair shall be agreed by the Executive Committee members present); nor in the absence of both the Secretary and the Treasurer.

(6.10) The Secretary shall write the minutes and may be assisted by an Office Manager. If all participants agree, the meeting may be recorded to help in this process. In the absence of the Secretary, a member appointed by those present shall write the Minutes.

(6.11) The Quorum for a meeting of the Executive Committee shall be half or more of the current full membership of the Executive Committee; any quorate meeting of the Executive Committee which becomes non-quorate may continue, but cannot transact the business of The Society.

If it is seen that the Executive Committee meeting during the Conference may be inquorate, the Officers shall choose 1 proxy member to discuss and vote on the business of the Society. This proxy member may be drawn at random from the Subcommittee representatives who are attending the meeting. Exceptionally, the proxy member may vote on relevant items of the Agenda. If the meeting remains inquorate, decisions may be made according to (6.13).

(6.12) Any issue not resolved by agreement among members of the Executive Committee shall be put to a vote; a decision shall be reached by majority vote; tied votes shall be resolved by casting vote of the President.

(6.13) The Executive Committee may conduct its business by telephone, post, email and fax, including the setting-up of committees and the emergency appointment of Acting Officers provided that any decisions made are documented and verified in writing by a majority of the full current membership of the Executive Committee.

(6.14) The Executive Committee in consultation with the Treasurer may waive in whole or in part the payment of Annual Membership Fees for Members.

(6.15) The Executive Committee may set up Committees (Article 10) to organise and conduct the Conferences of The Society, appoint their Chairs and, in consultation with the Treasurer make available to them funds for such purposes, and underwrite any losses incurred by these meetings. The Society is liable to the extent of its assets. No member of the Society shall be held personally liable for any debt of The Society.

The Executive Committee may require a member of each such Committees to attend for items of the Agenda concerned with Conferences.

ARTICLE 7: SUBCOMMITTEES AND JOINT COMMITTEES

(7.01) In addition to the Committees to organise the Conferences (10.02), The Executive Committee may establish other Committees, Groups and Working Parties, referred to hereafteras Subcommittees, to pursue the business of The Society, to provide expert advice to The Society, and to represent The Society to other bodies.
The Officers shall appoint the Chairs of these Subcommittees and shall specify their terms of reference and function in writing.
Further, the Executive Committee may collaborate with other societies or organisations in setting up Joint Committees to satisfy a mutual interest or need.
The continuation of Subcommittees established for a period in excess of 1 calendar year must be approved at a General Meeting.
The setting-up of a Joint Committee must be approved by majority vote of the Executive Committee and confirmed at the next General Meeting.
In voting on approval of the continuation of Subcommittees and of the setting-up of Joint Committees, there shall be a separate ballot on each item; voters may vote for, against or abstain; resolutions can only be passed by majority of those casting valid votes, including abstentions.

(7.02) Each Subcommittee shall consist of at least 3 individuals and at most 15 (including The President or his/her representative (7.07)), all of whom must be Members. In exceptional cases, and if well justified to the Executive Committee, a Subcommittee can contain more than 15 members.
Their terms of membership shall be determined by the Executive Committee, subject to (7.08).
A Joint Committee must include at least 1 Officer.

(7.03) Each Subcommittee shall be presided over by a Chair appointed by The Officers and served by a Secretary appointed by agreement between The Officers and the Chair; the remaining Subcommittee members may be appointed by the Chair and Subcommittee Secretary, subject to the approval of The Officers.

(7.04) The Secretary of the Subcommittee must keep detailed Minutes of the proceedings including resolutions and votes cast.
Copies of the Minutes, once agreed by the Subcommittee members shall be sent to the Secretary (5.06b) for distribution to the Executive Committee within 1 month.

(7.05) The Chair must prepare a report of the Subcommittee's activities during each calendar year, and when a Subcommittee is dissolved; such Reports must be agreed by a majority of the members of the Subcommittee, must include a statement of any dissolution, and be presented to the Executive Committee.
Similarly, the Officer representing The Society must prepare Reports of the activities of Joint Committees.
An updated summary of these reports shall be presented by the Chairs/Officers to the Membership at the General Meeting and may be published in The Newsletter as part of the report of the General Meeting.

(7.06) A Subcommittee not represented on the Executive Committee, other than by the President (or the President's representative (7.07)), shall identify a member (usually the Chair or Secretary) to attend for appropriate items of the Executive Committee's agenda (6.05).

(7.07) The President shall be a member of all Subcommittees, and in this capacity may be represented by another member of the Executive Committee. The incoming President should discuss with the outgoing one who should sit on each SC and whether other representatives are needed.

(7.08) Each member of a Subcommittee, including the Chair and the Secretary, shall be appointed initially, to serve for a set period of at most 4 years.
Any changes to the Subcommittee membership should be announced at the Executive Committee Meeting and at the General Meeting.

(7.09) Any Subcommittee may be instantly dissolved by a 2/3 majority vote of the Executive Committee.

(7.10) A Subcommittee may identify a subset of its members to fulfil a specialized purpose necessary for its own business; such groups shall not constitute Subcommittees.

ARTICLE 8: NATIONAL GROUPS

(8.01) The Executive Committee may recommend the establishment of National Groups in countries where this is in the interest of the Society's activities.

Formal proposals for the formation of National Groups, including details of concessions, funding and banking, as well as for the use of these funds, must be prepared by the Executive Committee in discussion with potential Members from those countries, and approved by ballot by majority vote of at least 2/3 of those voting. The ballot shall be overseen by the Ballot Committee according to the procedures described in Article 15 and shall be conducted following a time-table determined by the Executive Committee.

The National Group will be formally recognized 6 months after the vote of approval subject to there being at least 2 Members and the setting-up of the agreed financial arrangements.

(8.02) Each National Group shall appoint a National Representative and a Deputy, both of whom must be Members, to act as The Society's representatives within the country.

The National Representative and Deputy shall set up and maintain a Local Register of the Members within the National Group consisting of their names, email and full postal addresses; copies of the Local Register shall be sent regularly but at least annually to the Office under the responsibility of the Secretary, and made available upon request by either the Secretary or the Treasurer.

(8.03) Each National Group shall set up and maintain an account with a Bank.

Members of a National Group shall pay into this account and in their own currency such sums as agreed with The Society.

The National Representative and Deputy shall both be responsible for this account, and shall arrange for Bank Statements, together with full details of income and expenditure, to be sent annually, and upon request, to the Treasurer.

(8.04) Arrangements for the setting up of National Groups shall be maintained for a period which does not exceed 4 calendar years. They may be renewed at the General Meeting. In voting on the re-confirming of National Groups, there shall be a separate ballot on each resolution; voters may vote for, against or abstain; all require approval by at least a two-thirds majority of those casting valid votes, including abstentions.

(8.05) If a National Group fails to respect the above rules, the Executive Committee may dissolve the National Group if approved by the Executive Committee members by a 2/3 majority vote.

(8.06) Each National Group shall report before the Annual General Meeting and a summary of the reports should be published in the December News.

ARTICLE 9: GENERAL MEETINGS

(9.01) General Meetings of the Membership shall be called by the Executive Committee and held in conjunction with the Conferences of The Society. In the case of a virtual or no Conference, the General Meeting shall be arranged as a virtual meeting. Electronic voting can replace voting by show of hands. An independent technical provider should administer any electronic voting.

In the absence of Conferences, a General Meeting shall be held at least once every 2 calendar years.

(9.02) General Meetings must be called and arranged by the Executive Committee to an agreed Agenda, concluding with any other business.

At least 30 days notice of such meetings, together with the Agenda, must be given to all Members either in writing by the Secretary or by Notice in The Newsletter, and only Members may attend.

(9.03) A General Meeting may be called by majority vote of the full current membership of the Executive Committee, or by written petition of at least 30 Members.

(9.04) Prior to a General Meeting, the President, in discussion with the Secretary, shall produce and make available to the Members a report of activities on behalf of The Society during the period since the previous General Meeting; a formal proposal to accept this report must be voted by show of hands, or electronically, by those present.

(9.05) The Treasurer shall produce Statement(s) of The Society's accounts (including those from the Conferences), together with Auditor's Reports when available, for calendar years completed since the previous General Meeting, together with a Statement of The Society's current financial position and Membership.

A formal proposal to accept the Treasurer's Report and the Auditor's Statements must be voted by show of hands or electronic voting by those present.

(9.06) An Officer's report which is rejected by vote of the Members present shall result in immediate termination of the Office bearer, as shall a vote of censure of an Officer who fails to produce a report, unless in either case, the President rules that the vote be extended to a ballot of the Membership. Such an Officer would be replaced, ad interim, by a person appointed by the remaining Officers and a new Officer would be appointed by a vote of the Membership.

(9.07) The Reports and Financial Statements along with the Minutes of the General Meeting shall either be distributed to the Membership or published in The Newsletter.
They are collected together into the General Meeting report for the December News.

(9.08) The quorum for the conduct of The Society's business at a General Meeting shall be 30 or 1/10 of the current Membership of The Society, whichever is smaller; a General Meeting which becomes non-quorate may continue, but cannot vote.

(9.09) Subcommittees in existence for at least 1 year prior to a General Meeting, and Joint Committees set up by the Executive Committee, and in existence since the previous General Meeting must present a written Report of their activities.
A formal proposal to accept the Reports must be voted by show of hands or electronic vote by those present.
Summaries of the Report(s) shall either be distributed to the Membership or published in The Newsletter.
A Subcommittee (or Joint Committee) Report which is not approved by the Membership shall result in immediate dissolution of the Subcommittee (or withdrawal of The Society's representatives from the Joint Committee), as shall a vote of censure of a Subcommittee (or Joint Committee) which fails to produce a report.

(9.10) A General Meeting must approve the continuation of Subcommittees set up by the Executive Committee and in existence for at least 1 year, and must approve decisions of the Executive Committee to set up Joint Committees by majority vote by show of hands or electronic vote.
Failure to achieve a majority vote shall lead to immediate dissolution of the Subcommittee or withdrawal of The Society's representatives from a Joint Committee.

(9.11) Resolutions debated at a General Meeting must be formally proposed and seconded, shall be voted by show of hands or electronic vote, and can only be passed by majority of those present.
If a vote is tied it shall be resolved by casting vote of The President.
Resolutions may be made by any Member during any other business, but the President is empowered to defer a vote to the next General Meeting or ballot, whichever is earlier.

(9.12) For any calendar year in which there is no General Meeting of The Society, Reports and Financial Statements as detailed above must be produced by the Officers and Subcommittees and Joint Committees, and either distributed to the Membership or published in The Newsletter.
Such Reports and Statements must then be offered for approval either at the next General Meeting or at the next ballot, whichever is earlier.

ARTICLE 10: CONFERENCES

(10.01) The Society shall aim to organise and conduct a Conference in each calendar year. The Conference may be partly or fully virtual if the Executive Committee so decides.

For this purpose the Executive Committee shall appoint a Conference Organiser, who must be a Member and who shall be responsible for all arrangements necessary to achieve the meeting objectives, within general limits set by the Executive Committee.

(10.02) The Conference Organiser in discussion with The Officers, shall establish and Chair a Local Organising Committee (LOC) which shall make all local arrangements for the Conference including handling publicity, and shall appoint 1 of its members (who may not be the Treasurer of The Society, but must be a Member) as Conference Treasurer; and establish a Scientific Programme Committee (SPC), who shall arrange the scientific programme of the Conference.

The Chair of the SPC must be a Member.

The LOC may solicit donations from organisations and companies to help support the Conference.

(10.03) The Executive Committee may require a representative of the LOC and the SPC to attend for relevant items of its Agenda, during the calendar year of the Conference, as well as the calendar years before and after it.

(10.04) The Conference Organiser shall report as required to the Executive Committee through the Secretary and President, about progress and plans with respect to relevant aspects of the Conference.

The Conference Treasurer shall report to the Treasurer of The Society as required, usually through the Conference Organiser.

(10.05) The Treasurer of The Society may make available to the Conference Treasurer in the form of a loan, such capital sums as deemed necessary for the conduct of the Conference.

(10.06) The **Society** guarantees to underwrite any losses incurred by the Conference. The Society is liable to the extent of its assets. No member of the Society shall be held personally liable for any debt of The Society.

(10.07) Full and accurate accounts of the financial transactions of the Conference shall be kept by the Conference Treasurer separate from those of The Society.

The Conference Treasurer shall aim to produce a finalised statement of these transactions for presentation to the Executive Committee as soon as possible and at latest by the end of the calendar year following the Conference.

The finalised statement of accounts must be reviewed by a Member who may not be a member of the Executive Committee, nor of the LOC, nor of the SPC, appointed for that purpose by The Officers.

The finalised statement of accounts must be distributed to the Membership or published in The Newsletter together with the Reviewer's assessment.

When the accounts for a Conference cannot be finalised within 2 years of the Conference, an interim statement must be prepared and updated at intervals of 1 year until finalised.

Interim statements must be distributed to the Membership or published in The Newsletter.

(10.08) Any profits made by the Conference shall be paid to The Society.

(10.09) Only Members may attend the Conferences; for an individual who is not a Member, Annual Membership Fees for the current calendar year shall be collected as part of the Registration Fee for the Conference. Thus all attending a Conference are Members of the Society until 31 December of that year.

[10.10] Any conference contract shall be governed by the law of the country in which the contract is executed.

ARTICLE 11: FINANCIAL YEAR AND ANNUAL MEMBERSHIP FEES

(11.01) The financial year of The Society shall be the Calendar year.

(11.02) Except for National Groups (Article 8), membership fees for each financial year of The Society shall be collected annually by the Office under the responsibility of the Treasurer either in advance of or during the year itself.

(11.03) The Executive Committee, in particular the Treasurer, may recommend changes to these fees; such changes to be endorsed by vote either at a General Meeting or by ballot.

(11.04) Members of National Groups shall pay such sums as agreed with The Society annually in their own currency into an account with a bank set up for the purpose (8.03).

ARTICLE 12: OTHER MONETARY CONTRIBUTIONS

(12.01) Contributions and bequests may be made to The Society, which will irrevocably allocate its funds to the achievement of its aims, with no possibility of a refund to the donors.

(12.02) Such contributions may be solicited from interested parties and sponsors by individuals other than the LOC (10.02) acting on behalf of The Society but only upon written application to, and written permission from the Executive Committee.

ARTICLE 13: EXPENSES

(13.01) Subject to the approval of the Treasurer, Officers shall be reimbursed for reasonable expenses incurred in the course of performing their duties.

(13.02) Members may also be reimbursed for reasonable expenses incurred in the course of undertaking specific tasks on behalf of The Society subject to prior approval of the Treasurer.
Members of the Executive Committee may be reimbursed for accommodation expenses to attend its meetings.

(13.03) The Officers and the Editor of The Newsletter may be reimbursed expenses to attend the Conferences of The Society; these include Registration Fees, reasonable travel costs and accommodation, lunches, and the Dinner.
Other members of the Executive Committee may have Registration Fees reimbursed.

(13.04) The Society shall reimburse members of the Executive Committee for all or part of reasonable travel expenses and accommodation to attend 1 meeting of the Executive Committee in any calendar year in which there is no Conference of The Society.

(13.05) The Executive Committee, subject to agreement of the Treasurer, may pay expenses for attendance at Conferences of The Society; such expenses may only be awarded to Members for whom attendance at the Conference is otherwise deemed impossible.

ARTICLE 14: AUDITORS

(14.01) The Annual Statements of the financial transactions of The Society prepared by the Treasurer shall be Audited by a company of independent public accountants selected by the Executive Committee.

(14.02) Summaries of the Auditor's Report, along with the Treasurer's Report, shall be distributed to the Membership or published in The Newsletter.

ARTICLE 15: NOMINATIONS AND CONDUCT OF ELECTIONS

(15.01) The election of the Vice-President, Secretary and Treasurer, and Ordinary members of the Executive Committee shall be by ballot of the Membership.

(15.02) The elections take place in the fourth quarter of every calendar year, usually in November. The Vice-President and three Ordinary members of the Executive Committee will be elected annually. The Secretary and Treasurer will be elected every 3 years depending on the date of termination of the mandates of the currently serving Secretary and Treasurer.

(15.03) The Secretary shall identify, 1 year before elections are due, posts among the Officers and on the Executive Committee which are either not filled or which shall become vacant at the start of the next calendar year. In particular, the Secretary will prepare a document detailing current holders of all posts on the Executive Committee (including the Officers), together with their workplaces and countries of residence, and indicating the positions which are vacant or shall become vacant at the start of the next calendar year.

(15.04) The Secretary shall inform the Members about the vacancies and invite nominations by a notice distributed to all Members recorded in the Register of Members, by the end of the calendar year.

(15.05) The elections are overseen by the Ballot Committee. The committee is responsible for seeking and managing nominations and conduct of the Ballot (including eligibility checking). The committee is chaired by the Vice-President. Additionally, it includes one ExCom member and three Members at large, who are appointed for a particular calendar year by the Vice-President in January. None of the committee members may be nominated as a candidate, nor may nominate nor second any candidate.

If the Vice-Presidency becomes inadvertently vacant, the Ballot Committee shall be chaired by the President.

If both the Presidency and Vice-Presidency become inadvertently vacant, the Ballot Committee shall be chaired by the Acting President (5.12).

(15.06) Nominations must be proposed by Members, are subject to the agreement of the Nominee, and must beaccompanied by the names and signatures of both.

No Member may be nominated for the posts of 2 Officers at the same ballot, but may be nominated both as an Officer and as an Ordinary member of the Executive Committee.

Nominations must usually be received by the chair of the Ballot Committee at least two months before the date of elections.

(15.07) The Ballot Committee, led by its chair, shall ensure that nominations are valid, rule out any that are not, and shall ascertain whether or not the number of nominees for any position exceeds the number of vacancies.

(15.08) When a ballot for an Officer or for an Ordinary member of the Executive Committee is to take place, the Ballot Committee with the help of the Permanent Office shall prepare electronic ballot forms which list the candidates together with their proposers and seconders, their workplace and country of residence, separately for each post in random order; no other information except voting instructions shall appear on Ballot forms. An external agent (the Ballot Provider) independent of the Society shall be hired to do the actual ballot.

Candidates nominated and standing for election should send to the Chair of the Ballot Committee a brief summary of their reasons for seeking election.

(15.09) All forms detailed above (15.08) shall be made available to Members at least two months before the date of elections.

In any vote, only ballot forms issued and received by the Ballot Provider before a date set by the Ballot Committee, shall be counted and considered a quorum.

In voting for any Officer, a Member may vote for 1 candidate only; ballot forms with votes cast for more than 1 candidate shall be spoilt and not counted in that ballot.

A tie shall be broken by random selection by the Ballot Provider.

(15.10) In voting for Ordinary membership of the Executive Committee, the system of approval voting shall be used, where regardless of the number of candidates or the number of positions to be filled, a Member may vote for any number of candidates up to the number of positions to be filled but may cast only 1 vote per candidate.

Prior to counting votes for Ordinary membership of the Executive Committee, the Ballot Committee shall remove nominees who have been elected as Officers.

Winning candidates are those with the highest numbers of votes.

A tie for the last post shall be broken randomly by the Ballot Provider.

If the number of candidates for Ordinary Members of the Executive Committee is smaller than or equal to the number of posts to be filled, the candidates are approved without any voting.

(15.11) In case of any lack of clarity or ambiguity in the election rules, the decision of the Ballot Committee shall be final.

(15.12) The Chair of the Ballot Committee shall report on the conduct of the elections and the results to the President and Secretary; the reportmust detail any difficulties and their resolution.

The Secretary shall inform all candidates of the results as soon as they become available, and report them to the Members of The Society by the end of December.

The results must detail the total number of votes cast in each section of the Ballot, together with numbers for each candidate or resolution and number of spoilt forms.

ARTICLE 16: NEWSLETTER AND WORLD WIDE WEB PAGE

(16.01) The Society shall produce an official Newsletter which shall appear at least twice during each calendar year and be distributed without charge to every Member.

The Newsletter shall also be distributed without charge to sponsoring bodies (10.02), and non-members who make contributions or bequests to The Society (12.01), up to two years after such contributions are received.

The Society shall maintain an official page on the World Wide Web which shall be updated continuously during each calendar year.

(16.02) The Executive Committee shall appoint the Editor of The Newsletter and the Webmaster; both shall be members of the Executive Committee, if necessary by co-option.

(16.03) As well as material deemed of general interest to The Membership by its Editor, and unless distributed as separate documents, The Newsletter shall publish Annual Reports of the Officers including financial statements and Auditor's Reports, and summaries of the Annual Reports of the Chairs of all Subcommittees as well as Reports from Joint Committees and Reports from the Chairs of the National Groups in the December News; it shall publish the results of ballots and resolutions and votes cast at General Meetings.

It shall also publish the Constitution of The Society on the World Wide Web, following any adopted changes.

ARTICLE 17: AFFILIATION

(17.01) The Society may establish an affiliation with any national or international organisation having a similar or related purpose or interest provided such affiliation is recommended by The Executive Committee and approved by the Membership by majority vote at a General Meeting.

ARTICLE 18: TERMINATION OF MEMBERSHIP

(18.01) Membership of The Society shall be terminated by resignation of the Member, non-payment of the Annual Membership Fee, or by a Resolution passed by a majority of at least 2/3 of the members present at a meeting of the Executive Committee that it is undesirable that an individual shall remain a Member.

No such Resolution shall become effective unless the named individual has had the opportunity of attending either personally or by a representative to state their case.

(18.02) When a Member resigns, no refund of the Membership Fee shall be allowed for the current calendar year.

(18.03) Non-payment of the Membership Fee shall result in automatic lapse of membership at the end of March.

(18.04) Expulsion from The Society shall be immediate with no refund of Membership Fees.

(18.05) The names of individuals who are no longer Members of The Society shall be deleted from the Register of Members, but can be kept in a separate register for occasional mailings about relevant information if they accept this.

ARTICLE 19: AMENDMENTS TO CONSTITUTION

(19.01) This Constitution may be amended only by ballot by majority vote of at least 2/3 of those voting, and whose votesare valid. Such ballots shall be overseen by the Ballot Committee according to the procedures described in Article 15 and shall be conducted following a time-table determined by the Executive Committee. In voting on changes to the Constitution, there shall be a separate ballot on each resolution; voters may vote for, against, or abstain.

(19.02) Amendments, which must be submitted in writing to the Secretary, may be proposed by the Executive Committee or by petition of at least 30 Members.

(19.03) An amendment originating by petition shall be referred to the Executive Committee, who may decide the final wording, which must be consistent with the original intent of the petition.

An amendment originating by petition must be submitted for voting, and both the original and revised wording shall appear on the Ballot forms.

ARTICLE 20: DISSOLUTION OF THE SOCIETY

(20.01) The Society may be dissolved by a Resolution passed by a 2/3 majority of those present and voting at a General Meeting or at a General Meeting convened for that specific purpose of which at least thirty days notice shall be given in writing to the Membership by the Secretary.

(20.02) Such Resolution must give instructions for the disposal of any assets held by or distributed among the Members.

(20.03) Any property and assets that remain after the satisfaction of all debts and liabilities shall not be paid or distributed among the founders neither the Members but shall be given or transferred to societies or institutions benefiting from tax exemption and having aims similar to some or all of the Aims of The Society as the Members may determine, and if and in so far as effect cannot be given to this provision then to some charitable purpose.

(20.04) End.

OFFICE RESPONSIBILITIES: [SUMMARY OF THE CLAUSES ABOVE]

(4.05) A Register of the Members shall be kept by the Office under the responsibility of the Treasurer for financial aspects and the Secretary for administrative aspects.

(5.06b) The Secretary shall be responsible for circulating minutes within 1 month. The Office shall have custody of all Minutes and correspondence and in addition, of all records of accounts and supporting documents once audited. The Secretary should have ready access to all these records.

(5.06c) The Office under the responsibility of the Secretary shall maintain records of the members (and their terms of membership (7.02)) of all Subcommittees and Joint Committees (Article 7).

(8.02) The National Representative and Deputy shall set up and maintain a Local Register of the Members within the National Group consisting of their names, email and full postal addresses; copies of the Local Register shall be sent annually to the Office under the responsibility of the Secretary, and made available upon request by either the Secretary or the Treasurer.

(11.02) Except for National Groups (Article 8), membership fees for each financial year of The Society shall be collected annually by the Office under the responsibility of the Treasurer either in advance of or during the year itself.