

Statutes of EFIS

NAME AND REGISTERED OFFICE

Article 1

1. The Society shall bear the name: EUROPESE FEDERATIE VAN IMMUNOLOGISCHE VERENIGINGEN (European Federation of Immunological Societies - EFIS), referred to hereinafter as 'The Federation'.
2. The Federation shall have its registered office in the municipality of Utrecht (the Netherlands). The actual domicile shall be the address of the General Secretary of the Federation.

OBJECT

Article 2*

1. The Federation shall have, among others, as its objects:
 - a. the organisation of international cooperation in the field of immunology and the promotion of communication between the various branches of immunology and associated subjects;
 - b. the encouraging and promotion of cooperation between the Federation and other groupings concerned with promoting the interests of immunology within a specific, scientifically independent, geographical area;
 - c. the promotion of and contributing to immunology in all respects.
2. The Federation shall seek, among others, to realise this object by:
 - a. organising the European Congress of Immunology triennially;
 - b. supporting and organising international meetings, seminars, conferences and university training events, also in regional context;
 - c. supporting young scientists by fellowships to visit and work in other laboratories;
 - d. supporting young scientists by contributions to attend international conferences;
 - e. fostering the continuous improvement of the official journals of the Federation – such as presently Immunology Letters and European Journal of Immunology;
 - f. acting as a member of the “International Union of Immunological Societies (IUIS)” in accordance with the Articles of that legal person;
 - g. cooperating with other scientific organisations;

* here, and in all other cases the order does not reflect any priority

h. doing all that which may promote the realisation of the object of the Federation, in the widest sense.

i. supporting public awareness about immunology

j. setting up committees for special purposes;

The quality of science shall be of prime importance for decisions concerning support of any and all activities of the Federation.

MEMBERSHIP

Article 3

1. a. The Federation shall include ordinary members and internationally cooperating members, who are paying members of IUIS.

b. Ordinary members are scientifically independent groups, which represent immunologists active within a particular, geographical area. Such a group may consist of a scientific society, a group of scientific societies, or a body specially set up for the purpose of becoming a member of the Federation.

For each scientifically independent geographical area, only one group as referred to hereinbefore shall be admitted as a member.

c. In exceptional cases internationally cooperating members can be accepted. These can be groups of scientists or organisations of scientists in the field of immunology or related disciplines, originating from different, scientifically independent, geographical areas, founded for the purpose of scientific cooperation.

d. Natural persons are not individual members of the Federation, with the exception of cases decided by the Board.

2. a. A member may be admitted after a written request thereto has been submitted to the Board, which shall then make a decision concerning the admission. In the event of non-admission by the Board, the General Assembly may still decide to allow admission. Only those groups which support the objectives of the Federation and which are prepared actually to work together on the activities of the Federation shall be admissible as members. The Board may make further requirements regarding the level of organisation of a group wishing to become a member, to the effect that such a group must be a legal person (formal or informal).

b. In the event of rejection by the Board of a request for membership, the aspiring member

may appeal to the next General Assembly of the Federation, which shall decide on that appeal by simple majority of votes.

3. The secretary of the Federation shall maintain an accurate register of members.

4. Membership shall not be transferable.

SUSPENSION

Article 4

The Board shall be empowered to suspend a member for a maximum period of six months in the event that the member repeatedly acts in conflict with its membership obligations or through its actions or behaviour has seriously damaged the interests of the Federation.

During the period that a member is suspended, the rights attaching to membership cannot be exercised.

ENDING OF MEMBERSHIP

Article 5

1. Membership shall end:

- a. by winding up of the group concerned;
- b. by termination by the member;
- c. by termination on behalf of the Federation;
- d. by expulsion

2. a. Termination of membership by the member may only take place towards the end of a calendar year. It must be carried out by written notice, which must be in the possession of the secretary before the first of November of the current year. The secretary must acknowledge receipt of said notice in writing within three weeks. If notice has not been submitted in good time, the membership shall continue until the end of the next following Federation year, unless the Board decides otherwise or unless it cannot reasonably be demanded of the member that it should allow the membership to continue.

b. A member may terminate its membership with immediate effect within one month of having being notified of a decision to convert the Federation into a different legal form or a decision to effect a merger:-

3. Termination of membership by the Federation may be effected towards the end of the current calendar year by the Board, by the giving of at least three weeks' notice, if the

member, after having been repeatedly reminded thereof in writing, has by the first of November failed to meet completely its financial obligations vis-à-vis the Federation, or to meet the requirements which may be set for membership at any time by the Articles. Termination by the Board may result in immediate termination of the membership if it cannot reasonably be demanded of the Federation that it should allow the membership to continue. Notice of termination shall always be given in writing, stating the reason(s).

4. Expulsion of a member shall only be permitted where a member acts or has acted in conflict with the Articles, Rules or decisions of the Federation, or where the member concerned harms or has harmed the Federation in an unreasonable manner. The expulsion shall be effected by the Board, which shall immediately notify the member concerned of the decision, stating its reasons(s). The member concerned shall be entitled, within one month of receipt of the notification, to appeal to the General Assembly, which shall decide on the appeal at its next meeting. During the term of the appeal and pending the appeal, the member shall be suspended. A decision to expel the member by the General Assembly must be taken with a majority of at least two thirds of the number of validly cast votes.

5. A member may terminate its membership with six months notice to the end of the current calendar year, upon decision of its relevant bodies. Termination of its membership does not entitle the member to escape, until the end of its membership, of increased membership fees or other financial obligations; also, a pro-rata-temporis payment for the remaining membership is excluded in this case.

This shall not affect the possibility of termination in accordance with section 2 of this Article.

FUNDS

Article 6

The Federation is a non-profit organisation that uses surplus revenues to achieve its goals.

1. a. The funds of the Federation may be formed among other things from:

- member's contributions;
- allocations;
- donations;
- subsidies;
- sponsorship monies;
- income from the Federation's activities and journals – such as presently Immunology Letters and European Journal of Immunology;

- revenues from seminars, training events etc.
- bequests and gifts.

b. Legacies shall only be accepted by the Federation under *beneficium inventarii*.

2. The General Assembly shall be empowered to introduce contribution categories.

THE BOARD

Article 7

1. The Board shall be charged with the administration of the Federation, with due observance of the provisions of Article 8.

2. The Board shall consist of at least four administrators. The number of administrators shall be fixed by the General Assembly.

If the number of administrators has fallen below the minimum, the Board shall retain its administrative authority as long as at least two administrators remain in office. The Board must do its best to ensure that the Board is reconstituted in accordance with these Articles as quickly as possible.

3. a. The administrators shall be appointed by the General Assembly at the recommendation of a committee chosen from amongst its members or from the delegates, and consisting of three persons. This committee must be appointed by the Board approximately one year before the General Assembly. The President of the Board shall be ex-officio chairperson of this committee. The committee shall prepare a nomination containing the name of at least one candidate for each office with the exception of the office of President-elect, for which the names of at least two candidates must be included, based on nominations received from Member Societies. The committee must assure itself in advance of the willingness of the candidates to accept a possible nomination. The nomination must be submitted to the General Secretary three months before the date of the General Assembly. The General Secretary shall immediately forward the nomination to the secretary of each group which is an ordinary member of the Federation. Following completion of the election of the Board, the committee referred to in this section shall be automatically dissolved.

b. An administrator must be a member of an ordinary member or an internationally cooperating member.

c. The members of the Board shall be elected by the General Assembly, only the delegates of the ordinary members and the administrators in person shall have voting rights in Board elections. If an administrator is also a delegate of an ordinary member he shall be

entitled to cast only one vote. In the elections, that person shall be chosen who has received more than half the votes. In the event that no-one has achieved this majority, a second ballot, if necessary following an interim ballot, shall be held between the two persons who have received the largest number of votes, and that person shall be elected who receives the highest number of votes in this ballot. In the event of a tie in this second ballot, the outcome shall be decided by drawing lots. The votes shall be cast by means of sealed, unsigned ballot papers.

4. The administrators shall be appointed to their office by the General Assembly of members, for a period of three years, starting with January 1st of the calendar year following their election. The administrative functions shall be:

a. President:

The President shall be appointed for a period of approximately three years, normally running from the end of one General Assembly to the end of the General Assembly held approximately three years later.

The President shall be charged with convening and chairing all General Assemblies and all Board Meetings and with acting as official spokesman for the Federation. The President may co-opt further individuals for specialized tasks outside the scope of the elected board.

b. President-elect:

The President-elect (also incoming President, Vice President) shall be appointed for a period of three years, after which he/she shall normally be appointed President. The President-elect shall be charged with replacing the President at the latter's request or in the event of the latter's absence or inability to fulfil his task.

c. General Secretary and Treasurer:

The General Secretary and the Treasurer shall be appointed for a period of three years but may be reappointed for a maximum of two consecutive periods of three years, so that they may fulfil their respective functions for a total of at most nine years.

The General Secretary shall be responsible for the timely sending out of all documents which are necessary for the proper functioning of the General Assembly and the Board, as well as for maintaining the non-financial records (and archives) of the Federation, and for maintaining contacts with the members and all other relevant organisations, as well as for the publication of the Federation's journal at regular intervals.

The address of the General Secretary shall be the head offices of the Federation.

The Treasurer shall be responsible for preparing the budget of the Federation, collecting the contributions, transferring support money (e.g. fellowships, bursaries, and meeting-support), applying for and acknowledging subsidies etc. and, finally, for compiling the annual accounts of the Federation (balance sheet with profit and loss account and accompanying notes). The

Treasurer shall provide a verbal explanation of the accounts at the General Assembly.

d. Past President:

The most recent outgoing President shall be an ex-officio member of the Board as Past President. He/she has not to be confirmed by the General Assembly.

5. The General Assembly may suspend or dismiss a Board member. For a decision to this effect a majority of at least two thirds of the validly cast votes shall be required.

6. The administrators shall be entitled to resign, provided at least three months' notice is given thereof in writing.

7. Every three years at least one member of the Board shall retire in accordance with a rota to be determined by the Board, in the manner as referred to in section 4 hereinbefore.

8. The Board shall be empowered to enter into agreements for the acquisition, disposal or encumbrance of registered goods, for agreements whereby the Federation acts as guarantor or is liable joint and severally as a co-debtor, makes out a case for a third party or undertakes to provide surety in respect of the debt of a third party.

9. Every three years with the election of the new Board by the General Assembly, the Board will nominate to Elsevier the Editor-in-Chief of the journal "Immunology Letters".

REPRESENTATION

Article 8

1. The Board and/or the President, together with at least another member of the Board shall be empowered to represent the Federation judicially and extra-judicially. They may also have themselves represented in this respect by a party specially authorised thereto in writing.

2. The Treasurer may be accorded limited or full representative authority by the Board in so far as the exercise of his task is involved.

FINANCIAL YEAR/ACCOUNTING, BUDGET AND ANNUAL ACCOUNTS

Article 9

1. The financial year is the calendar year.

2. The Board must keep records concerning the capital position such that the rights and obligations can at all times be determined there-from.

3. The Board must retain the documents referred to in section 2 and those referred to in Article 10 for a period of ten years.
4. a. Each year, at least three months before the start of the following financial year, the Treasurer shall submit a budget to the Board for the following financial year for adoption. The Board shall adopt the budget before the start of the new financial year.
b. Within the budget the Treasurer may, after having obtained the approval of the President, reschedule expenditure up to a maximum of twenty-five per cent (25%) of the total budgeted expenditure.
c. The Treasurer may, after having obtained the approval of the President, exceed the budgeted expenditure by a maximum of twenty-five per cent (25%) of the total budgeted expenditure or, if this is less, ten per cent (10%) of the general reserve of the Federation according to the most recently adopted annual accounts.
d. Other instances of rescheduling/exceeding than those referred to in sub b and sub c hereinbefore shall only be permitted with the consent of the Board.
5. In the event that, for any reason whatsoever, a budget has not (yet) been adopted by the Board, the Treasurer shall be empowered to undertake expenditures as adopted in the most recently adopted budget, without prejudice to the provisions of section 2 hereinbefore.

GENERAL ASSEMBLY

Article 10 (delegates)

1. The General Assembly of the Federation shall consist of delegates:
 - a. of the ordinary members;
 - b. of the internationally cooperating member;
 - c. of the standing committee of the Federation.
2. Each ordinary member shall be entitled to appoint delegates to the General Assembly as follows:
 - an ordinary member with between zero and five hundred (0-500) members: one delegate;
 - an ordinary member with between five hundred and one and one thousand (501- 1000) members: two delegates; - an ordinary member with more than one thousand (> 1000) members: three delegates.
3. Each internationally cooperating member and each standing committee shall be entitled to appoint one delegate to the General Assembly.

4. The delegates referred to in sections 2 and 3 shall be appointed for approximately three years, normally covering the period between the start of one General Assembly and the end of the next relevant General Assembly.

Article 11 (Convocation)

1. The General Assembly shall be convened by the Board, with at least three months' notice being given. The convocation shall be carried out by written notification to all members.

2. Apart from the meeting referred to in Article 10, General Assemblies shall be held as often as the Board deems this to be desirable, and also as often as this is requested in writing, stating the topics to be discussed, by at least such a number of delegates as is entitled to cast one tenth of the votes relating to organisation/administrative subjects at the General Assembly, if all those delegates are present at that meeting.

3. After receipt of a request as referred to in section 2, the Board must convene a General Assembly within a term of not longer than six months. If within a period of two months of receipt by the Board of the request to convene a meeting the Board has not acted hereupon, the requesting parties shall themselves be entitled to convene such meetings, in the manner in which the Board convenes the General Assemblies.

Article 12 (decision-making)

1. a. Only delegates shall be admitted to the General Assembly. They shall each have one vote at such a meeting. Delegates may not vote by proxy.

b. Only Board members and the delegates of the ordinary members shall participate in votes on matters of a mainly organizational/ administrative nature which concern the Federation itself (including the election of administrators). They shall decide by simple majority of votes, unless these Articles prescribe a larger majority.

c. All delegates shall participate in votes on matters of a mainly scientific nature.

d. In cases of doubt regarding the nature of a subject (scientific or organizational/ administrative) the President shall decide.

e. Decisions may only be taken if one fifth of the delegates to the meeting are present.

2. A decision taken unanimously in writing by all delegates, even if these have not come together at a meeting, shall, provided it is taken with the prior knowledge of the Board, have the same force as a decision of the General Assembly. Such a decision shall be recorded by the secretary in the minutes, and it shall be reported during the next following General Assembly.

3. Voting on matters shall take place by open vote (providing that nobody objects and demands a written vote), voting on persons shall take place by written ballot. The carrying of proposals by acclamation shall be possible provided this occurs at the suggestion of the President and with the consent of the meeting.
4. All proposals shall be decided by absolute majority of votes, in so far as the Articles do not stipulate otherwise. In the event of a tie of votes the proposal shall be rejected.
5. "Votes" are understood to mean validly cast votes. Abstentions shall not be valid votes. Those who abstain or cast invalid votes shall only be counted in order to determine the quorum.
6. A judgement expressed by the President at a meeting as to the result of the vote shall be final. However, if immediately after the expression of this judgement its correctness is disputed, a new vote shall take place if the majority of the meeting or, if the original vote was not carried out severally or by written ballot, a person entitled to vote and who is present, so wishes. As a result of this new ballot, the legal consequences of the original ballot shall lapse.

Article 13 (leadership, minutes)

1. The President of the Board shall lead the meeting. In his absence or hindrance the President-elect or one of the other Board members shall act as chairperson of the meeting.
2. The administrative coordinator or a member of the Federation designated thereto by the President shall record the minutes of that which is discussed at the General Assembly, and these minutes shall form an item on the agenda of the following General Assembly.

STANDING COMMITTEES

Article 14

1. For the purpose of the long(er) term interests or activities of the federation, so-called Standing Committees may be set up by the General Assembly, which may also decide to dissolve such a Committee. The Chairperson of such a Committee shall be appointed by the President of the Board of the Federation, which appointment must be approved by the General Assembly. The Chairperson of the Standing Committee shall appoint the members of that Committee. The President of the Board of the Federation shall be an ex-officio member of such a Standing Committee.

2. The Chairperson of a Standing Committee must submit an annual budget and an annual report to the Board of the Federation.

Standing Committees which intend to publish (the results of) their activities, or which wish to acquire funds from outside the Federation, must submit all outgoing documents in that respect to the prior approval of the Board of the Federation or to the person who has been designated thereto by that President.

3. Each Standing Committee shall be empowered to send one delegate to the General Assembly.

COMMITTEES

Article 15

The Board of the Federation may, if the Board deems this necessary, decide to set up or dissolve committees and working parties and similar bodies relating to the needs or interests of the Federation in the short(er) term.

THE CONGRESS

Article 16: The Congress of the Federation

1. Structure of the Congress. The Congress of the Federation – European Congress of Immunology (ECI) - shall be held normally triennially at a place proposed by the hosting Constituent Society and approved by the General Assembly. The President of the Congress is responsible for the appropriate preparation of the Congress in cooperation with the hosting Constituent Society, the ECI-EFIS-EEIG (European Economy Interest Grouping) and the Board.

2. Purpose of the Congress. The Congress of the Federation is a scientific meeting and exhibition and shall provide opportunities for the presentation of original communications, demonstrations and symposia.

3. Financing of the Congress. The Congress of the Federation will be financed by registration fees of participants and by sponsoring funds, including specific grants from the Federation. The financial arrangements for a Congress are the responsibility of the hosting Constituent Society and approved by ECI-EFIS-EEIG and the Board.

AMENDMENT OF THE ARTICLES

Article 17

1. Amendment of the Articles may only take place following a decision of the General Assembly which was convened with the announcement that amendment of the Articles would be proposed at that meeting. Such a meeting must be convened at least six months in advance.
2. Decisions to amend the Articles may only be taken by a General Assembly in which at least one third of the total number of delegates is present, with a majority of at least two thirds of the number of votes.
4. In the event that there is a lack of a quorum a decision to amend the Articles may be taken by a written ballot.
5. The provisions of Article 17, 1-4 shall not apply if all delegates are present at the General Assembly and if the decision to amend the Articles is taken unanimously.
6. The amendment of the Articles shall not come into effect until a Dutch notarial deed containing the amendment has been drawn up.
7. The administrators must deposit an authentic copy of the amendment and a running text of the amended Articles at the offices of the Chamber of Commerce where the Federation has its registered offices.

WINDING UP AND LIQUIDATION

Article 18

1. The Federation shall be wound up by a decision of the General Assembly, taken by at least two thirds of the number of votes in a meeting at which at least two thirds of the delegates are present. The Federation shall also be wound up in the other circumstances referred to in the law (Section 19 of Book 2 of the Netherlands Civil Code). The provisions of Article 16 section 4 shall apply mutatis mutandis.
2. The convocation to the meetings referred to in section 1 of this Article must contain a notification that a proposal will be put forward at the meeting to wind up the Federation. Such a meeting must be convened at least six months in advance.
3. If, following a decision to wind up the Federation, no liquidators have been designated, the liquidation will be effected by the Board in accordance with the statutory provisions.

4. Any credit balance shall be applied by the General Assembly for such purposes to be specified as correspond most closely with the object of the Federation. The liquidators shall transfer the credit balance to this end.
5. Following liquidation, the Federation shall continue to exist in so far as this is necessary for the liquidation of its assets. During the liquidation, the provisions of the Articles and Rules shall remain in force as far as possible. In all documents and announcements emanating from the Federation, the following words must be added to its name: in liquidation.
6. The books and documents of the Federation must be kept by a natural or legal person to be designated thereto by the liquidators for a period of ten years following the liquidation.

STANDING RULES

Article 19

1. The General Assembly may institute standing rules to further regulate membership, introduction, the amount of contributions and allocations (on the understanding that no increase hereof is possible which is not based on these Articles), the activities of the Board, meetings, the methods of exercising voting rights, the management and use of any buildings which the Federation may have and all other subjects for which regulation is desirable.
2. Amendment of the standing rules may be effected by a decision of the General Assembly at the proposal of the board, or if it is requested in writing by at least one third of the members of the Federation.
The General Assembly may only take a decision thereto after the Board, if it is not the proposer of the amendment, has had the opportunity of discussing this amendment.
3. The standing rules may not contain any provisions, which deviate from or are in conflict with the provisions of the law or of the Articles, unless the deviation is permitted by the law or the Articles.

FINAL PROVISION

Article 20

In all cases for which neither the law nor the Articles nor the standing rules provide, the Board shall decide.