STATUTES OF THE INTERNATIONAL MASS SPECTROMETRY IMAGING SOCIETY (IMSIS)

1. Name and Location

The name of the organisation is the "**International Mass Spectrometry Imaging Society (IMSIS)**", hereinafter referred to as "the Society". The Society is headquartered at **5 Brayford Square, London, E1 0SG, United Kingdom**. The Society is a non-profit professional organization governed by the **laws of England and Wales**. It is politically and denominationally independent.

2. Purpose and Function

The purpose of the Society shall be:

- To promote and advance the study and application of mass spectrometry imaging in all its aspects.
- To cultivate and maintain the highest principles of practice and ethics in persons engaged in the sciences of mass spectrometry imaging and ancillary sciences.
- To support the principles of **Open Science**, including the free dissemination of knowledge and the promotion of open access publications and data sharing.

The Society achieves these goals by:

- Organising international conferences (the IMSIS Annual Meeting) and workshops.
- Organising training courses and educational initiatives.
- Facilitating scientific exchanges between laboratories of members active in Mass Spectrometry Imaging.

The Society does not pursue commercial purposes and does not seek profit. The organs are voluntary.

3. Scientific Affairs

The Society recognises the principle of the universality of science and resolves to conduct its scientific affairs in a non-political and non-discriminatory manner.

4. Bylaws

The Society shall be empowered to make, rescind or amend Bylaws as appropriate to achieve its purpose and function.

The procedure and approval for making, rescinding or amending Bylaws shall be as described in Statute 19 for amendments to this constitution.

5. Membership

Members consist of “Ordinary Members”, “Life Members”, and “Honorary Members”.

(i) Ordinary Members:

- Persons engaged or interested in research, teaching, or application of mass spectrometry imaging shall be eligible as ordinary members of the Society. A person shall become a member when his/her application is accepted, and they have paid the annual membership fees.
- Applications for membership of the Society will be made on-line and accompanied by payment of the of the annual subscription fee. These payments shall be refunded if the applicant is not admitted to membership of the Society.
- The Board may make such enquires and investigations concerning an applicant for membership of the Society as it deems necessary.
- When an applicant for membership of the Society has been admitted as a member of the Society
- He/She shall be notified by the Secretary by email.
- Each member, other than an Honorary Member, shall pay an annual subscription to the Society. The annual subscription fee shall be determined by the Annual Meeting.

(ii) Honorary Members:

Honorary Members of the Society:

- May be elected from distinguished persons of any country who have contributed to the advance of mass spectrometry imaging science and on whom the Society desires to confer honour.
- Shall be entitled to privileges of membership of the Society other than that of voting as members of the Society.

(iii) Life Members:

- Members who have reached the age of 65 years or have retired from their full-time position and who have contributed to the Society may be nominated by Board as Life Members and elected as Life Members by the Annual General Meeting.
- Life Members shall be entitled to the privileges of membership of the Society including voting rights, they will not however be called upon to pay their annual subscription.

6. Termination of Membership

Any member may resign from the Society on giving to the Board two months of notice of intention to resign and their resignation shall take effect at the expiration of such notice.

The membership of a member of the Society shall be terminated:

- On death;
- If they cease to retain any of the qualifications rendering them eligible for admission to
- membership of the Society;

- If they are in arrears with their annual subscription for twelve months and if after that period shall fail to pay such arrears for one month after the Secretary writes to them requesting to pay the same;
- If they shall be expelled from membership of the Society in accordance with this constitution.

Any member whose membership of the Society shall be terminated shall cease to be entitled to any of the rights and privileges of a member and shall have no right to or claim upon the property or funds of the Society.

No person who shall have been a member of the Society and ceased to be such shall be eligible for re-admission as a member of the Society until they shall have paid all arrears of subscription and any other moneys (if any) due from him to the Society at the date when his former membership ceased.

7. Register of Members and Data Protection

The Society shall maintain a register of members including full names, addresses, and occupations. In accordance with the **EU General Data Protection Regulation (GDPR)** and the **UK Data Protection Act (UK GDPR)**, the Society ensures that personal data is collected only for specific Society purposes. Members retain the right to access, rectify, or request the deletion of their data at any time.

8. Expulsion

The Board may by its resolution as hereinafter provided expel any member:

- Whose conduct is detrimental to the Society or interest of the Society, or
- Brings the Society into disrepute or contempt, or
- Who willfully and persistently refuses to comply with this constitution or any of the Bylaws, of
- The Society, or
- Who has committed a wilful breach of this constitution or any of the Bylaws of the Society.

9. Management and Governance

The affairs of the Society are managed by a **Regional Board** of at least 5 members.

- **Composition covering the following functions:** President (Liaison → Global IMSIS, Oceanian Region, IMSS, ASMS, IMSF, National Societies), President-Elect (Programs/Conference administration), Treasurer, Secretary (Communication / Web / Ballots), and Education & Initiative lead (Workshops, Training Schools, *etc.*).

- **Elections:** The Board is elected for a term of two years and be eligible for re-election for 1 consecutive term excepted for the President and President-Elect. Voting is conducted via electronic ballot before the Annual General Meeting to ensure full participation of the international membership. All Members are entitled to vote irrespective of wether they are present at the Annual General Meeting. The Secretary is responsible for organizing the electronic ballot.
- **Residency:** There is no requirement for Board members to reside in a specific country, provided the Society's administrative requirements in the United Kingdom are met.
- **Diversity:** The Board shall strive for balanced geographic and gender representation.

The responsibility of the Board shall be to the membership of the Society.

The Board shall have the right to raise funds, appoint subcommittees and seek other ways and means for the proper execution of its duties.

No member of Board shall receive any remuneration for his services in the capacity of a member of Board, other than out-of-pocket expenses and other costs incurred in conducting the affairs of the Society.

10. Audition

The Board shall appoint an independent auditor or a qualified legal entity to examine the Society's accounts. A formal audit of the financial records shall be conducted at least once a year in accordance with the **prevailing laws and accounting standards of England and Wales**.

The auditors shall prepare a report and submit their findings and proposals to the Board. This report must then be presented for approval to the membership during the **Annual General Meeting**.

The auditor's term of office shall be **two years**, and they shall be eligible for re-election.

11. Meetings and Proceedings

- **Board Meetings:** The Board meets at least annually, either in-person or *via* **virtual meetings**. No business shall be transacted at a meeting of the Board unless a quorum of the members of Board is present. A quorum consists of 50% of the Board members and must include the President or Vice-President.
- **Proceedings:** At least seven days of notice shall be given to members of the Board of meetings of the Board. Such notice may be in writing or given electronically. At every meeting of the Board the President or in his absence the President, President-Elect shall be the chairperson. Questions arising at any Meeting of the Board shall be decided by a majority of votes and each member present shall have one vote and in the case of an equality of votes the chairperson of the meeting shall have a second or casting vote. A

resolution in writing signed by a majority of members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

12. Powers of the Board

The management and control of the business and affairs of the Society shall be vested in the Board and the Board may exercise all such powers and do all such acts and things as the Society is by its constitution and Bylaws or otherwise authorized to exercise.

13. Minutes

The Board shall cause minutes to be made:

- Of all appointments of officers and servants
- Of the names of members of the Board present at all meetings of the Society and of the Board, and
- Of all proceedings at all business meetings of the Society and of the Board.

14. Financial Arrangements

- **Accounts:** The Treasurer is responsible for banking (transactions, *etc.*) and financial reporting. Proper records must be kept and reported annually to the membership.
- **Transactions:** All transfers from such accounts shall be authorized by the Treasurer and one other of the following office bearers President, President-Elect, Secretary.
- **Audit:** The Board shall ensure proper accounting and other records of the Society's affairs are kept and will report to the membership at the Annual Meeting. Accounts shall be audited by a properly qualified auditor.
- **Conference Surplus:** Any surplus from Society-branded events shall be shared, typically with **50% of the surplus post-taxes allocated to the Society** and 50% to the Local Organizers.

15. General Meetings, Proceedings and Voting

(i) General Meetings:

The Annual Meeting is held at a time and place determined by the Board. Decisions at General Meetings are valid regardless of the number of members present. Members may vote in-person or **online**.

The Board or the President may convene an extraordinary meeting.

The Board shall upon the request made in writing by any six or more members convene an extraordinary meeting within 28 days of receipt of the request. This can be a virtual meeting. The requisition shall:

- State the objects of the meeting,

- Be signed by the proponents, and
- Be deposited at the office of the Society.

The Secretary shall notify in writing by at least twenty-eight days before the date of an Annual Meeting all members entitled to receive the notice specifying:

- The place, the day and the hour of meeting, and
- In the case of special business, the general nature of such business.
- The non-receipt of such notice by or the accidental omission to give such notice to any member shall not invalidate the proceedings at any general meeting.

The business of an Annual Meeting shall be:

- To receive and consider the report of the Board
- To receive and consider the accounts of the Society for the past year
- To elect officers of the Society
- To elect members of the Board
- To confirm admittance of members to the Society
- To determine the annual membership fee
- To transact all such other business as by statute or this constitution or by the Bylaws is required to be transacted at the Annual Meeting.

(ii) Proceedings:

Any duly convened meeting of the members can make decisions independent of the number of members present.

The President shall preside at every meeting of the Society.

If there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, President-Elect if present shall preside at the meeting.

The chairperson may with consent of the meeting and shall, if so directed by the meeting, adjourn the meeting from time to time.

A member may vote in-person or online.

Subject to the provisions of this constitution:

- When the vote is on a show of hands, every Ordinary Member personally present shall have one vote, or
- When the vote is online every Ordinary Member shall have one vote.

No member shall be entitled to vote at any general meeting if their annual subscription shall be more than twelve months in arrears as the date of the meeting.

(iii) Voting:

Only Members of the Society may vote at the Annual General Meeting of the Society as described in Section 5 of these Statutes.

16. Intellectual Property

The Society retains full ownership of its name, logo, and the "IMSIS" designation. Any use of these marks for conferences or publications must follow the Society's branding guidelines.

17. Amendments and Dissolution

- **Amendments:** Changes to these Statutes require a three-fourths majority of the members voting at the Annual Meeting or via electronic ballot. The proposed changes shall be submitted in writing over the signature of three members of the Society. Members of the Society shall be notified in writing by the Secretary of the proposed changes at least 14 days before the date of the meeting at which the changes will be considered.
- **Dissolution:** Upon dissolution, an independent auditor will settle all liabilities. Remaining assets will be disbursed to one or more non-profit organisations dedicated to the advancement of mass spectrometry.