

Constitution of the IAIS

Memorandum and Articles of Association

1. The Company (IAIS)

The Company shall be called the International Association of Inflammation Societies (IAIS) Limited and will be incorporated as a limited liability company subject to the laws of England and Wales.

Members of the company will be those national inflammation societies affiliated to the IAIS, whose application for affiliation will not unreasonably be withheld. These are currently:

- British Inflammation Research Association
- Brazilian Inflammation Society
- Canadian Arthritic Network
- Group de Recherche et d'Études des Mediateurs de l'Inflammation (France)
- Inflammation Research Association (USA)
- Japanese Society for Inflammation and Regeneration
- Society for Cytokine, Inflammation and Leukocytes (Australia)

In addition, one representative of the designated publisher of IAIS activities (currently Birkhauser Press) will be allowed as a member. This will be subject to renewed approval by the Members at the Annual General Meeting (AGM).

In the event of dissolution or insolvency, each member's liability shall be limited to five pounds sterling.

2. Objects of the International Association of Inflammation Societies (IAIS)

- 2.1 To organize a biennial international inflammation research conference open to all individuals with an interest in inflammation research. Such meetings should be eligible for Continuing Medical Education credits.
- 2.2 To provide support to national inflammation societies (Members) in organizing satellite meetings and symposia at other international conferences. Such meetings should be eligible for Continuing Medical Education credits.
- 2.3 To promote communication and cooperative interaction between local and national inflammation societies (Members) throughout the world by:
 - 2.3.1 Assisting inflammation scientists to initiate and organize local inflammation societies where they are not currently available, particularly in the developing world;
 - 2.3.2 Fostering cooperation with national inflammation societies (Members) for the purpose of organizing high quality international scientific meetings and teaching courses focusing on inflammation research. IAIS will seek reasonable registration, travel grants and accommodation costs for all with reduced rates for graduate students, post-doctoral scientists, and Young Investigator Competition finalists. The Young Investigator Competition finalists will be decided by a nominated committee formed for each of the biennial meetings by that particular meeting organizers;

Constitution of the IAIS

Memorandum and Articles of Association

- 2.3.3 Initiating and organizing IAIS satellite meetings in conjunction with international meetings such as IUPHAR and workshops within international meetings with the assistance of the relevant national inflammation society (Member);
- 2.3.4 Developing relationships with outside societies (e.g., immunology, biochemistry, pharmacology, and clinical societies).
- 2.4 IAIS will not be involved in the ongoing operation/management of national and local inflammation societies (Members).

3. Powers of the International Association of Inflammation Societies (IAIS)

3.1 IAIS shall have the power to:

- 3.1.1 Raise funds by inviting and receiving donations, without limitations, from pharmaceutical companies and scientific instrument, reagent and literature suppliers, provided that in raising funds, the IAIS shall not undertake any permanent trading activities. Any surplus funds from its normal activities shall be carried forward to support its objects;
- 3.1.2 Buy, take on lease or in exchange, any property, and maintain and equip it for use;
- 3.1.3 Sell, lease, or otherwise dispose of, all or any part of its property; subject to complying with the restrictions on disposals imposed by section 36 of the Charities Act 1993, unless the disposal is excepted from these restrictions by section 36 (9)(b) or (c) or section 36 (10) of that Act;
- 3.1.4 Borrow money and mortgage all, or any part of the IAIS's property, as security for repayment of the money borrowed, subject to complying with the restrictions on mortgages imposed by section 38 of the Charities Act 1993;
- 3.1.5 Invest the funds of the IAIS in any of the investments for the time being authorized for the investment of charity funds.

4. Appointment of Trustees

- 4.1 The trustees will be the Executive Officers of the IAIS and one independent nominee of the secretariat (Secretary).
- 4.2 The trustees will be subject to re-election after every two (2) year term of office at the Annual General Meeting of the Members.
- 4.3 Trustees shall not have a personal interest in the Charity. The income and property of the charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the charity, and no trustee shall be appointed to any office of the charity paid by

Constitution of the IAIS

Memorandum and Articles of Association

salaries or fees or receive any remuneration or other benefit in money or kind from the charity;
Provided that nothing in this document shall prevent any payment in good faith by the charity;

- 4.3.1 Of reasonable and proper remuneration for any services rendered to the charity by any member, officer or servant of the charity who is not a trustee;
- 4.3.2 Of reasonable and proper remuneration for any service rendered to the charity by its appointed secretariat.

5. IAIS Executive Steering Committee

5.1 Constitution of the Executive Committee

The Officers of the Executive Committee will be – The President, The Vice-president, The Treasurer, The Secretary, The Chairperson of the last and next International meetings and the Chairperson of the next but one international meetings. The past President will be an ex officio officer of the Executive Committee.

The collective duties of these officers are:

- Make day to day decisions (by consensus of the committee which, if not reached shall be decided by a casting vote by the President) and perform all day to day actions to keep the Association viable,
- Nominate Officers for election to the Executive Committee (this is not a sole prerogative of the Executive Committee), Members may also nominate officers,
- Meet at least once per year in addition to the Annual General Meeting (AGM). A valid committee meeting will require two thirds of eligible officers to be present, possibly by video or telephone conferencing.
- One member should be delegated to represent IAIS at IAIS satellite meetings and at special sessions of national/regional inflammation societies,
- Appoint special committees and scientific advisors where appropriate.

The duties of the individual Officers are:

- 5.1.1 President (Chairperson) – Elected by a simple majority vote by the AGM for a two (2) year term.

Duties: To preside over Executive Committee meetings and the AGM and to be responsible for the overall operation of the IAIS. To arrange at least two IAIS business meetings a year if warranted, in association with international conferences, as well as the AGM.

- 5.1.2 Vice President – Elected by a simple majority vote by the AGM for a two (2) year term. The Vice President will become President immediately following term unless they indicate otherwise.

Constitution of the IAIS

Memorandum and Articles of Association

Duties: To substitute for the President when the latter is not present at Committee meetings. To assist the President in organizing satellite and International Inflammation Conferences.

- 5.1.3 Secretary – Elected by a simple majority vote by the AGM for a two (2) year term.

Duties: To substitute for the President or Vice President if both are not present at committee meetings; to be responsible for the minutes of meetings and all communications including the newsletter (N.B. minutes are issued to Members after approval by President and Vice President). The secretary has an expense account at the discretion of the other Officers to attend meetings and for secretarial expenses. If approved by the executive committee an officer may receive expenses to attend meetings.

- 5.1.4 Treasurer – Elected by a simple majority vote by the AGM for a two (2) year term.

Duties: To approve minor expenses paid by secretariat (up to one thousand pounds sterling) and together with one other Executive Officer to approve all higher payments. In conjunction with the Secretariat to handle all financial matters approved by the committee, and to be responsible for solicitation of operational funds for the newsletter and other IAIS-sponsored events. To produce annual audited accounts and present the budget and expenditures at each AGM in conjunction with the secretariat.

- 5.1.5 The Chairperson of the last IAIS meeting and the next two IAIS meetings.

Duties: To progress the organization of the next two IAIS meetings and inform the Executive Committee of this progress.

- 5.1.6 Past President

Duties: To be a consultant to the IAIS officers regarding past IAIS meetings and future endeavors and to be a representative at the International IAIS business meetings when requested.

- 5.2 Legal Representation – The President, Vice President, Secretary and Treasurer shall be trustees of the charity.

- 5.3 No Executive Committee officer shall serve more than two terms of office in the same post and no more than three terms as an officer of the Executive Committee.

- 5.4 Only one member from an affiliated society can serve either as President, Vice President, Secretary or Treasurer in any given term.

- 5.5 Ad Hoc committees – Appointments to any ad hoc committees by Executive Officers must be approved at the next Annual General Meeting.

6. The Annual General Meeting (or Steering Committee)

Constitution of the IAIS

Memorandum and Articles of Association

The AGM shall be constituted from the IAIS Officers plus two representatives from each of the affiliated societies (Members). The representatives from each affiliated society (Members) have a two (2) year term. Each affiliate Member is encouraged to invite emeritus members. The duty of the AGM is to:

- a) Approve (or otherwise) Executive Committee decisions, actions and appointments;
- b) Elect Officers by ballot prior to the meeting;
- c) Agree, biennially, the location of the International Meeting to be held six years hence;
- d) In the event of a resolution signed by one half of the Members, an Extraordinary discussion shall be held by email and a vote, by the Members, on this resolution shall occur between two and four weeks of the publication of the resolution. In the case of a tied vote the President shall have a casting vote.

6.1 The AGM will take place at the IAIS sponsored meeting and at one another meeting, to be declared at this meeting, in the alternate years. The IAIS officers may appoint to the committee scientific advisors from academia, institutes and Member representatives as advisors when required for specific purposes. These must be approved by the AGM in accordance with Para 5.4.

6.2 AGM Quorum – A quorate AGM will require that three officers and at least ten other representatives from members are present.

7. Secretariat and Accounts

The secretariat will be appointed by the AGM to oversee all day-to-day matters of the Charity and along with the secretary maintain accurate and detailed accounts. Under the direction of the Executive Officers, the Secretariat shall comply with the accounting requirements of the Charities Act 1993, relevant to the income/expenditure of the IAIS, with regard to:

- The keeping of the accounting records of the IAIS;
- The preparation of annual accounts for the IAIS;
- The auditing, or independent examination, of statements of account of the IAIS; and
- The preparation of an annual report and sending of it together with the Statement of account to the Charity Commission.

These accounts shall be prepared in accordance with the provisions of Part VII of the Companies Act 1985.

Any bank account in which the assets of the IAIS are deposited shall be operated by the trustees and shall be held in the name of the IAIS. All cheques and orders for payment of money from such account shall be approved by at least two trustees.

8. Amendment Provision

This Memorandum and these Articles of Association are covered by the company law of England and Wales and need to be considered at the AGM or such extraordinary discussions as in clause 6d. However, where a proposed amendment alters the object clause, or any other provision directing or restricting the

Constitution of the IAIS

Memorandum and Articles of Association

application of property, written consent of the Charity Commissioners of England and Wales is required before the amendment can be brought into effect (Section 64 of the Charities Act 1993).

9. Dissolution of the IAIS

If the IAIS is wound up or dissolved, and after all its debts and liabilities have been satisfied, there remains any property, it shall not be paid to, or distributed among the members of the charity but shall be given or transferred to some other charity or charities having objects similar to the objects of the IAIS and which prohibits the distribution of its or their income and property to an extent at least as great as imposed upon the IAIS by clause 4.4 above, chosen by the members of the IAIS at or before the time of dissolution, and if that cannot be done then to some other charitable object.