

International Union for Pure and Applied Biophysics

Statutes & Rules of Procedure

Article I

Legal seat and Administrative Centre

A Union is hereby created (between the parties to these articles of association), governed by the law of July 1, 1901, by the Decree of August 16, 1901, and by the present Statutes, with its present title.

The International Union for Pure and Applied Biophysics is registered as a not-for-profit organization under French Law.

The legal seat of the Union shall be:

5 rue Auguste Vacquerie
75016 Paris
France

and the administrative centre of the Union shall be the Office of the current Secretary-General or such other place(s) as the Council of the Union shall from time to time determine.

Article II

Aims and function of the Union

1. The objectives of the International Union for Pure and Applied Biophysics are the advancement of education in the Science of Biophysics. In furtherance of this aim it may exercise the following powers:
 - (a) to organise international co-operation in Biophysics and to promote communication between the various branches of Biophysics and allied subjects;
 - (b) to encourage within each adhering body co-operation between the societies that represent the interests of Biophysics;
 - (c) to contribute to the advancement of Biophysics in all its aspects.
2. For these purposes it shall have power:
 - (a) to set up task forces, commissions or other bodies for special purposes;
 - (b) to organise international meetings and conferences;
 - (c) to collaborate with other scientific organisations;

- (d) to act in all ways as a constituent union of ISC, the International Science Council , in accordance with the statutes of that body;
- (e) to develop any lawful activity deemed helpful to the forwarding of its declared objects.

Article III *Membership*

1. The International Union shall consist of a group of Adhering Bodies representing Scientific Communities. In each Scientific Community the adhering body shall be a Research Council, National Academy of Science or similar institution, a scientific Society or a group of such Societies, or a body specially formed for the purpose of adhering to the Union. In each case a Committee with responsibility for international relations in Biophysics shall be formed, and adherence to the Union shall be ratified when the membership of this Committee has been reported to, and recognised by, the General Assembly of the Union. Scientific Communities that are not Adhering Bodies because of the lack of financial resources may be observing bodies of the Union, without voting rights. Applications for observer status will be acted on by the General Assembly.
2. The term Scientific Community shall be applicable to the Biophysicists of a country or of an otherwise defined geographical area that has an independent budget for scientific purposes.
3. The Adhering and Observing Bodies shall be required to pay an annual subscription to the International Union. There shall be three categories of membership for ordinary Adhering Bodies, A, B and C according to the amount of the corresponding subscriptions to be fixed by the General Assembly, Category A having the highest and C the lowest level of subscription. Depending upon the category of membership chosen by the Adhering Body, it shall have the right to send to the General Assembly three voting delegates for category A, two for category B and one for category C. The level of annual subscription for Observing Bodies shall be set by the General Assembly at a level below the lowest level for Adhering Bodies.
4. The levels of annual subscription determined by the General Assembly shall be for the three-year period beginning 1 January following the General Assembly. The annual subscription must be paid in the calendar year to

which it applies. Any Adhering body that is three or more years in arrears at the date of a General Assembly shall be deprived of the right to vote at the General Assembly.

5. There shall be two additional categories of Adhering Bodies:

(i) Associate Adhering Bodies: Scientific companies and manufacturers may be admitted to become Associate Adhering Bodies provided they are relevant to the field of biophysics. Members of Associate Adhering Bodies shall not be eligible for election to Council. Associate Adhering Bodies shall pay an annual fee which shall be set by the Executive.

(ii) Individual memberships may be considered by the Union. This category of membership is restricted to individuals with excellent scientific credentials. The Executive may identify and recruit suitable individuals and determine the annual fee to be paid.

6. Termination of membership for Adhering Bodies that: (i) are in arrears with subscriptions (see paragraph 4 above) or (ii) have acted in a way that brings discredit on the Union shall be decided by the General Assembly by a two-thirds majority of those present.

7. Each Adhering Body or Observer Member of IUPAB shall appoint a representative who shall be responsible for communications with IUPAB and provide an effective channel of communication with the members of their Scientific Community of biophysicists. The Secretary-General shall communicate the business of IUPAB to the representative.

The representative shall convey to the Secretary-General the name(s) of the Member's delegate(s) who have been appointed to attend a General Assembly of the Union. The representative shall receive Agenda papers from the Secretary-General, shall submit items for inclusion on the Agenda of General Assemblies and shall prepare nominations for election to the posts of Officers and Members of Council. Nominations should be submitted by completion of nomination forms circulated in advance by the Secretary-General. Such nominations are not restricted to nationals of the nominating body and IUPAB Adhering Bodies may support candidates put forward by other Adhering Bodies.

Article IV

Committees for Biophysics

Within their own Scientific Communities the Committees for Biophysics will be expected to co-ordinate the interests of the various branches of Biophysics. In its relations with IUPAB each Committee for Biophysics shall appoint delegates to represent its Scientific Community at the General Assembly of the Union, and shall select a leader of its delegation. Each delegate shall vote on behalf of his or her Scientific Community at the General Assembly (see Article V, paragraph 6).

Article V

General Assembly

1. The work of the Union shall be directed by the General Assembly of delegates, which shall normally meet at least once every three years. A General Assembly shall be held during the IUPAB Congress if these Congress is purely physical in nature. A General Assembly may also be held in virtual mode (online) in years in which no IUPAB International Congress is held and/or if the circumstances require an online meeting . The Council, after receiving a proposal from the Executive Committee, has the authority to set the date/time and nature (virtual or in person) of the General Assembly.
2. Attendance at General Assemblies held during the IUPAB International Congress is open to all participants in the concurrent International Biophysics Congress. In all General Assemblies (physical or virtual) only members of Council or those appointed as delegates of Adhering or Observing Bodies are entitled to speak. Delegates to the General Assembly are not required to be registered participants in the concurrent International Congress if the General Assembly is held during one of these Congresses. The membership of the General Assembly of the Union shall consist of the delegates appointed by the Adhering Bodies (see Article III, paragraph 3), the Officers and the ordinary members of the Council. Observing bodies may appoint one representative to the Assembly, who shall have the right to participate in the discussions but not to vote. In addition, each Task Force and Commission (see Article X) has the right to appoint one representative to the General Assembly. Only those members who have been appointed as delegates of the

Adhering Bodies and are present in person, or online in the case of virtual Assemblies, may vote.

3. Each voting delegate of each adhering body may cast only a single vote at the General Assembly, except that for Adhering Bodies in categories A and B. In the case of physically constituted Assemblies one delegate of Adhering Bodies in categories A and B may also cast the appropriate number of proxy votes if the full complement of delegates for that Adhering Body are not able to be present.
4. . The quorum for a General Assembly shall be at least 50% of the Adhering Bodies that are represented in person by duly appointed delegates.
5. . At a General Assembly, voting shall be decided by a simple majority of all delegates present except for the modification of Statutes (see Article XII, paragraph 1). The President (or in the case of his/her absence, the presiding Past-President) does not vote, but may exercise a casting vote if required to resolve a tied result. The other Officers and ordinary Members of Council may vote only if they have been appointed as delegates of an Adhering Body.

Article VI

Extraordinary General Assembly

1. An Extraordinary General Assembly shall be summoned by the Secretary-General if unanimously requested by the Executive Committee a 2/3 of the Council or in response to a written request to the President from at least half of the Union's Adhering Bodies. The time, place and Agenda shall be notified in writing to all Adhering Bodies and Observer Members at least 2 months before the proposed date. No matter shall be discussed at an Extraordinary General Assembly that has not been included in the pre-circulated Agenda. The voting procedure will be as in a General Assembly (Article V).
2. A “virtual” Extraordinary General Assembly will also be held to elect the Officers and Members of Council. In this case, at least six months prior to the triennial General Assembly/IUPAB Congress, the Secretary-General will circulate to all adhering bodies a list of the Officer and Council positions that will become vacant at the upcoming General Assembly/IUPAB Congress. The Extraordinary General Assembly must be held at least one month prior to the General Assembly/IUPAB

Congress – the date will be set by the Secretary-General. Interested candidates for the Executive and Council shall submit in writing a nomination to the Secretary-General at least four weeks prior to the date of the Extraordinary General Assembly. Each nomination should include a Curriculum Vitae and a brief statement from the candidate (2-3 lines for candidates for Council, one page maximum for candidates for Officers) as to why they wish to stand for election. These documents will be distributed to all voting delegates at least 10 days before the Extraordinary General Assembly. Online voting will be open to delegates for 7 days. The results will be announced by email circulated at the virtual Extraordinary General Assembly.

The elections will be normally carried out by an online and secret procedure.

(i) The elections of the President-Elect and, when required, the Secretary-General and/or Treasurer will proceed as follows:

Each eligible duly nominated delegate will place a number against the candidate for (a) President-Elect (b) Secretary-General and (c) Treasurer, where

“1” indicates the delegate’s first preference,

“2” the second preference, etc...

The candidate(s) with the highest preferences shall be declared elected.

In case of a tie, the acting President casts the deciding vote.

Voting for Officers shall precede elections for Council.

(ii) The election of the Council will proceed as follows: Each eligible duly nominate delegate will place a number against the candidates for Council, where:

“1” indicates the delegate’s first preference,

“2” the second preference, etc...numbering at least 12 candidates.

The 12 candidates with the highest preferences shall be declared elected.

In case of a tie, the President casts the deciding vote.

A vote shall be deemed invalid if: (i) the same number is placed in more than one box *or* (ii) if not all boxes are numbered.

Note: Although Officers and Council Members serve in their personal capacities and not as representatives of their Adhering Bodies or Observer members, it is desirable for the Council to be as widely representative as possible. It would not normally be appropriate for Council to include more than one member from the same Scientific Community and the President is empowered to invite a candidate to withdraw if this is a possible outcome of the elections.

(iii) The serving President-elect officially becomes President at the General Assembly held in conjunction with the triennial IUPAB Congress. All other elected Officers and Council members officially assume their duties at the same time.

Article VII

Task Forces Commissions and Committees

1. Task Forces and Commissions may be set up by the General Assembly or by the Council to take responsibility: (a) for the various branches of Biophysics; (b) for any other necessary purpose, including co-operation with other international organizations.
2. The constitution of each Task Force must be approved by the Council and each Task Force must act in accordance with a Mission Statement approved by the Council. The Task Force should comprise about 6 members active in the relevant field. The convenor of each Task force shall be responsible for the presentation of a report on its work at each General Assembly. Decisions of Task forces are made by a simple majority of the votes of their members.
3. Existing international bodies may be admitted as Affiliated Commissions to the Union by the General Assembly or by the Council (subject to confirmation by the next General Assembly). Affiliated Commissions shall pay an annual subscription, the amount to be designated by the General Assembly. The Council shall have the right to designate a representative to sit on the executive body of each Affiliated Commission. The Secretary-General shall receive copies of all official communications pertaining to the activities of the Affiliated Commissions.

In addition to grants made to them by the Council, Task Forces and Commissions may receive grants from other sources.

Article VIII

The Council

1. The business of the General Assembly shall be conducted by the Council, which shall be guided in all its decisions by the tradition of free international scientific cooperation. Members of Council serve in their personal capacities and not as representatives of Adhering Bodies
2. The Council shall consist of the five Executive Officers of the Union, and not more than 12 ordinary Members. They shall be elected, with the exception of the President and the Past President and, when required, the Secretary-General and/or Treasurer (Article VI, paragraph 2), by an Extraordinary General Assembly and normally from among its members. Councillors should submit their candidacy for one of the tasks previously defined for each election by the Council, after the proposal of the Executive Committee, always accompanied by curriculum vitae and a statement about their suitability for the position for which they are applying. The number of positions to be covered for each of the tasks will be decided by the Executive Committee for each election taking into account the maximum of 12 in total.
3. The ordinary Members of the Council shall serve for a term of three years and may not serve in that capacity for more than two consecutive terms. The Council may co-opt to any vacancies which occur (including the Officers) and any person so co-opted has the same tenure of office as the person replaced. Ordinary Members of Council, having completed two 3-year terms, are not eligible for further consecutive terms in that role, but are eligible for immediate election to the posts of Secretary-General, Treasurer or President-elect. Former Officers and other Council Members are eligible for further periods of membership after the elapse of one or more 3-year periods.
4. The meetings of the Council shall be held: (a) at the time of the General Assembly; (b) normally once between each General Assembly, but exceptionally at other times upon the decision of the Council, such meetings being either physical or electronic/virtual
5. In executing the business of the Union, no member of the Council shall be liable for any loss to the property of the Union or any of its Task Forces, Commissions or Committees arising: (i) by reason of any improper investment made in good faith (provided that he/she shall have sought professional advice before making such investment); or (ii) through the

negligence or fraud of any agent employed in good faith by him/her or by any other member of the Council (provided reasonable supervision shall have been exercised) even if the employment of such agent was strictly not necessary; (iii) by reason of any mistake or omission made in good faith by any member of the Council; or (iv) by any other reason except wilful and individual fraud, wrongdoing or wrongful omission on the part of the member of the Council who is sought to be made liable.

6. No member of the Council shall acquire any interest in property belonging to the Union (otherwise than as a trustee for the Union) or receive remuneration or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.

Article IX

Officers of the Union

1. The Officers of the Union shall be a President, a President-elect, a Past-President, a Secretary General and a Treasurer.
2. *The President.* The President shall hold office for a period of three years. The President presides at General Assemblies, at meetings of the Council and the Executive Committee. If (s)he is unable to be present, the Past-President should preside. The President shall instruct the Secretary-General to call meetings of the General Assembly, the Council and the Executive Committee and to set the Agenda thereof.
The President may consult (or request the Secretary-General to consult) the Members of Council, representatives of the Union's members, or other appropriate persons upon any matters within the competence of the Union. The President shall report to the Council and to General Assemblies on actions (s)he has undertaken on behalf of the Union.
3. *The President-Elect* shall hold office for three years, and then become President. The President-Elect may be assigned specific areas of responsibility on behalf of the Union.
4. The position of *Past-President* shall normally be held for three years after his(her) term of three years as President. In the event that (s)he is not available to serve as Past President the Council may co-opt a suitable person, such as a previous President or other Officer.

5. *The Secretary-General* shall hold office for six years, but may be re-elected for further periods of three years to a maximum of twelve years. The Secretary General shall:
- Act as Secretary at all General Assemblies and meetings of the Council and Executive Committee and prepare Agenda, keep Minutes and other records of the Union's activities;
 - Normally be responsible for the maintenance of communications between the Union and its members, its Task Forces, other Unions and the International Council for Science;
 - Prepare Annual Reports on the activities of the Union and its bodies;
 - Maintain the Union's website;
6. *The Treasurer* shall hold office for six years, but may be re-elected for further periods of three years to a maximum of twelve years. Due to fact that the legal seat of the IUPAB is in France and is subject to French law, the Treasurer should normally be a resident in France The Treasurer shall:
- Receive subscriptions from members;
 - Make grants as agreed by the Council;
 - Prepare Accounts, forward Budgets, and arrange for the Accounts to be professionally audited.

Article X

The Executive Committee

The Officers of the Union, acting as the Union's Executive Committee, may conduct the business of the Council in the intervals between meetings of the Council. It is customary for the Executive Committee to meet mid-way between Council Meetings, such a meeting being either physical or electronic/virtual, and to consult by mail or e-mail as necessary on day-to-day matters. At least 4 of the 5 Officers should support any actions taken by the Executive Committee on behalf of the Council. If fewer Officers support proposed actions for which an urgent decision is required, the views of the full Council membership should be obtained in writing (or on-line) in which case at least 50% of the Council members should be in support of the proposed actions for the proposals to be put into effect. All decisions and activities of the Executive Committee shall be reported to the Council.

Article XI

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Payment of Expenses

Officers and other Members of Council may be reimbursed travel and living expenses incurred in the course of the official business of the Union only if financial support from other bodies is not available. The Treasurer is responsible for authorising payments, in consultation with the Executive Committee, according to the circumstances of the individual case.

Reimbursement of travel costs should be limited to Economy Class fares by the cheapest route that is reasonably practicable. The costs of meetings of Task Forces or other Committees of the Union should normally be met through specific requests to the Council for grants for the purpose.

Article XII

Modification of the Statutes

1. The present statutes may be modified by a two-thirds vote of all delegates of the adhering bodies present at a General Assembly.
2. These statutes shall be governed by, and interpreted in accordance with, French law. The working language of the Union is English.

Article XIII

Budget Approval

The following procedure has been implemented to bring the practice of the Union into compliance with French law:

The annual Budget and Accounts specified by the Executive Committee for each year will be approved by the General Assembly. In years in which there is no General Assembly meeting, the annual Budget and Accounts will be approved by the Executive Committee in formally recorded annual meetings of the Council and professionally audited. These Budgets and Accounts will be ratified by the General Assembly at its meeting, at which time the General Assembly will also approve the Budget for the following year.

Article XIV

Dissolution

If the Council decides that it is necessary or advisable to dissolve the Union it shall call a General Assembly of all members of the Union, of which not less than three months' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Council shall have power to realize any assets held by or on behalf of the Union. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred as determined by the Members of the Union to one or more institutions having objects similar to those of the Union or failing that shall be applied to some other appropriate purpose.

ADOPTED, STOCKHOLM, 2 August 1961

MODIFIED, VIENNA, 7 September 1966.

MODIFIED, CAMBRIDGE MASS. 31 August 1969.

MODIFIED, COPENHAGEN, 6 August 1975.

MODIFIED, MEXICO CITY, 26 August 1981.

MODIFIED, BUDAPEST, 28 July 1993.

MODIFIED, AMSTERDAM, 14 August 1996.

MODIFIED, NEW DELHI, 22 September 1999.

MODIFIED, MONTPELLIER 28 August 2005.

MODIFIED, LONG BEACH CALIF. 4 February 2008.

MODIFIED, BEIJING 2 November, 2011.

MODIFIED, BRISBANE 6 August 2014.

MODIFIED, EDINBURGH 18 July 2017

MODIFIED, ON-LINE GA, FEBRUARY-MARCH, 2021