

Constitution of the **International Society for Biophysics and Imaging of the Skin**

Name and Seat

Article 1

The Society shall be called the **International Society for Biophysics and Imaging of the Skin.**

The seat of the society is at

c/o Advokaturbureau Bartschi AG
Bahnhofstrasse 70
8021 Zürich
SWITZERLAND

Aims and Objects

Article 2

The Society is formed for the following aims and objects:

- a. To promote the study of physical properties of mammalian skin and adnexa in order to develop understanding of their structure and function in health and disease.
- b. To promote the development of non-invasive methods including imaging modalities to characterize biophysical properties of the skin and adnexa in order to develop understanding of their structure and function in health and disease.
- c. To develop further techniques and instruments, embodying engineering principles for the diagnosis and treatment of skin diseases.
- d. To promote development of instrumentation and standardized methods for measuring properties of the skin.
- e. To promote investigation of effects upon physical properties of skin by such agents as (i) drugs, (ii) toiletries and other products designed for use on the skin, (iii) diseases, (iv) occupational effects, (v) environmental conditions and (vi) aging.
- f. To promote the development and use of digital tools to increase knowledge and diagnostic specificity and sensitivity of the skin in health and disease.

Powers

Article 3

In furtherance of the aforementioned objects, but not otherwise, the Society shall have the following powers:

- a. To promote dissemination of knowledge of the above by (i) holding scientific meetings and (ii) by publishing a scientific journal.
- b. To promote the highest scientific standards in the prosecution of the above and to promulgate internationally accepted standards of techniques and units of measurement.
- c. To raise or borrow money for the objects of the Society on such terms or on such security as may be thought fit.
- d. To purchase, lease, hire or otherwise acquire any real or personal property or any other rights of privileges necessary for the promotion of the objects of the Society.
- e. To raise funds by all available means, to enter into deeds of covenant, to undertake necessary expenses and capital expenditure and have powers of investment.
- f. To make grants of income and capital to endow and maintain fellowships to assist research in the objects of the Society.
- g. To do all such things as shall further the attainment of the objects set out in clause "2" hereof.

Membership

Article 4

A person may be admitted to be a member of the Society upon written application to the Executive Committee. The Executive Committee shall be required to be satisfied that the applicant is actively involved in a field of study or practice consistent with the aims of the Society.

Article 5

Active members shall be required to pay an annual subscription of such a sum as the Executive Committee may decide from time to time.

Article 6

All annual subscriptions shall be payable on the first day of January in each year and if after a reminder has been given a subscription has not been paid with a period of two months from the date the defaulter shall thereupon be warned that he may cease to be an active member of the Society. If after six months the subscription has not been paid, the secretary shall inform such an individual that he is no longer an active member (unless adequate reason be given), though such person may in the discretion of the Executive Committee be readmitted to active membership on payment of all arrears.

Article 7

Any member may resign his membership by giving to the Executive Committee a notice in writing to that effect. Provided, an active member is giving the notice to resign after June 1st in any year, he shall be obliged to pay the subscription for the entire year.

Article 8

Any person on ceasing to be a member of the Society shall forfeit all right to and claim upon the Society, its property and funds.

Article 9

From time to time the Executive Committee will have the ability to confer "special" status or memberships, such as for example honorary titles and/or lifetime memberships.

Management

Article 10

The principle of office and seat of administration of the Society shall be located within Switzerland.

Article 11

The entire management of the Society (except as otherwise provided by these rules) shall be deputed to the Executive Committee consisting of 12 members elected for a period of 4 years. The Executive Committee shall consist of a Chairman, Secretary, Treasurer, Program Chairman and eight other members.

Article 12

As far as possible members of the Executive Committee shall represent the scientific interest and geographical distribution of the membership of the Society. The Executive Committee may in their discretion appoint other members of the Society to serve on the Executive Committee, but the total number of Executive Committee members whether elected or appointed shall not exceed 16.

Article 13

The Executive Committee shall meet at least once a year.

Article 14

At each biannual general meeting 6 Executive Committee positions (and any additional vacated positions) shall be filled by election (at the first meeting following the adoption of this constitution, the Executive Committee shall draw straws to determine 6 members who shall stand for (re)election at that meeting). Members of the Executive Committee will serve for four years with half of the Executive Committee being elected every two years.

Article 15

Any two members may propose any other candidate or candidates for membership of the Executive Committee by notice in writing to the Executive Committee at least 90 days before the published date of meeting of the Election Sub-Committee. If any such notice be given all members entitled to vote shall be apprised thereof at least 14 days before the published date of the meeting of the Election Sub-Committee. Voting shall be by mail ballot and conducted by an agent of the Election Sub-Committee and every member shall be entitled to vote for as many candidates as there are vacancies to be filled. The candidates up to the number of vacancies who shall receive most votes shall be declared elected and in case of two or more candidates receiving an equal number of votes, the Chairman shall have a second casting vote.

Article 16

In the event of a vacancy on the Executive Committee and if there should be no other members appointed in accordance with Rule 12 above, the proceedings of the Executive

Committee shall not be invalidated in consequence of there being less than the prescribed number of members thereof.

Article 17

The Executive Committee may from time to time appoint from among their number such Sub-Committees as they may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Executive Committee as the Executive Committee may determine. Such Sub-Committees shall periodically report their proceedings to the Executive Committee and shall conduct their business in accordance with the direction of the Executive Committee. The Executive Committee shall appoint an Election Sub-Committee at least 6 months prior to the date of the biannual general meeting. This Sub-Committee shall consist of no more than 2 Executive Committee members and at least 2 general members and shall be charged with the role of collecting nominations and expediting the mail ballot election.

Article 18

The quorum at Executive Committee meetings shall be 6 including substitute members holding written proxy authorizations from other Executive Committee members. The quorum at meetings of the Election Sub-Committee shall be at least 2/3 the appointed members subject to the proxy provision above.

Meetings

Article 18

The Society shall hold a general meeting once every two years upon a date and a time and in a place to be decided by the Program Sub-Committee with the approval of the Executive Committee. No two successive meetings shall take place on the same continent. The meetings shall have the following purposes:

- a. To receive from the Executive Committee a report, balance sheet and statement of accounts for the preceding financial year and an estimate of the receipts and expenditure for the current financial year. The Executive Committee will also appoint auditors for the ensuing year.
- b. To accept the report of the Elections Sub-Committee and to elect the Executive Committee.
- c. To be decided on any resolution which may be duly submitted to the meeting as hereinafter provided.
- d. To receive a report from the editor of the journal nominated under Rule 28.

A copy of the reports, audited balance sheet, statement of accounts and estimate shall be sent to the members 14 days at least before the general meeting.

Article 20

In addition to the above business there shall be held scientific meetings which shall be open to all members of the Society upon payment of the registration fee, the amount of which is to be determined by the Executive Committee from time to time. Non-members may also be admitted to scientific meetings on payment of an appropriate fee to be determined. Matters to be considered at scientific meetings shall be determined by the Program Sub-Committee which shall be chaired by the Program Chairman and consisting of that person, the local host/convenor and at least five other members who may be selected by the Executive Committee, as well as such other members of the Society who may be selected by the Executive Committee because of their special knowledge. The Program Sub-Committee shall produce a scientific program for each scientific meeting which may consist of formal papers, lectures, poster papers, workshops, demonstrations or other events of scientific and/or educational value.

Article 21

Any member desirous of moving any resolution at the general meeting shall give notice thereof in writing to the Executive Committee not less than three weeks before the date of such meeting.

Article 22

The Executive Committee may at any time for any special purpose call a special general meeting and they shall do so forthwith upon the requisition in writing of 10% of the members stating the purposes for which the meeting is required not less than four weeks after due notice is given.

Article 23

Fourteen days at least before the special general meeting a printed or written notice of such meeting and of the business to be transacted thereat shall be sent to every member. Every action which can be conducted at a meeting may be conducted by mail authorization of the membership. The results would be reported by newsletter to the membership.

Article 24

At all general meetings of the Society, the Chairman will preside, and in his absence the Secretary shall take the chair. Every member present entitled to vote shall have one vote upon every motion. In case of equality of votes the Chairman shall have a second or casting vote.

Article 25

The quorum at all general meetings shall be as follows: for motions proposing any repeal or amendment of rules, 30% of the total membership; for all other business, 15% of the total membership.

Finance

Article 26

The financial year of the Society shall end the last day of March in each year, on which day the accounts of the Society shall be balanced.

Article 27

At every general meeting, auditors shall be appointed to serve for the ensuing two years. Should the auditors so appointed withdraw for any reason during the period of their appointment, auditors may be appointed by the Executive Committee.

Publications

Article 28

In furtherance of clause 3a hereof, the Society shall establish its own official publication whether the publication of an entirely new journal or by acquiring the whole or an interest part of an existing journal as the Executive Committee may decide. It is intended that such journal will regularly and fully publish Society news and papers submitted to the journal by Society members and others who have completed research and/or study of a subject of interest to the members of the Society. Subscriptions and/or access to the journal shall not be restricted to member of the Society and copies of the journal will be circulated to Universities and other suitably specialized centres of learning and to specialized libraries.

Amendment to Rules

Article 29

These rules may be added to, repealed or amended by resolution at any annual or special general meeting. Provide that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least two-thirds of the members voting thereon, and provided that no amendment is made to clause 31 or this clause (29).

Borrowing

Article 30

If at any time the Society in a general meeting shall pass a resolution authorizing the Executive Committee to borrow money, the Executive Committee shall thereupon be

empowered to borrow for the purposes of the Society such amount of money either at one time or from time to time at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution and thereupon the Executive Committee shall make or shall cause to be made all such dispositions of the Society property or any part thereof and enter into such agreements in relation thereto as the Executive Committee may deem proper for giving security for such loans and interest. All members of the Society, whether voting on such resolution or not, and all members becoming members of the Society after the passing of such resolution shall be deemed to have assented to the same as if they had voted in favor of such resolution.

Dissolution

Article 31

If at any general meeting, a resolution for the dissolution of the Society be passed by a majority of members present and such resolution shall at a general meeting held not less than one month thereafter (at which not less than one-half of the members shall be present), be confirmed by a resolution passed by majority two-thirds of the member voting thereon, the Executive Committee shall thereupon or at such future date as shall be specified in such resolution proceed to realize the property of the Society and after discharge of all liabilities shall give or transfer the sums remaining to some other charitable institution or institutions with objects similar to the objects of the Society.

Swiss law applies, in particular Article 60 to 79 of Swiss Civil Code concerning associations.

Zürich, July 15, 1993

Amendments 2006

Amendment 2020