

By-laws „Mitochondrial Physiology Society“

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§ 1: Name, Registered Office, Operation Area

- (1) The name of the organization is "Mitochondrial Physiology Society" (in the following abbreviated as "MiP*society*").
- (2) The registered main office of the MiP*society* is in Innsbruck, Austria; the MiP*society* is active on a national (Austria) and international basis (world-wide) to fulfil its aims.
- (3) It is planned to establish international branches which are legally independent.

§ 2: Purpose

The activity of the MiP*society* is of public interest, the MiP*society* is a non-profit organization with the exclusive purposes:

- (1) To promote and foster the exchange and dissemination of concepts and information relating to all biochemical, genetic and biophysical aspects of mitochondrial function in physiology and pathophysiology.
- (2) To advance knowledge and aid research in all scientific disciplines relating to mitochondrial function and dysfunction.
- (3) The MiP*society* is active to develop future areas of science and research in mitochondrial physiology., across species and across the borderlines between mitochondria and microorganisms.

§ 3: Means to Achieve the Purpose of the MiP*society*

- (1) The purpose of the MiP*society* shall be accomplished by the means specified in §2 and §3.
- (2) Immaterial means:
 - a) Scientific meetings and practical workshops dealing with mitochondrial research will be organized. The MiP*society* shall endeavour to organize a MiP*conference* every two years. All other MiP*events* shall be organized as required.
 - b) To publish relevant scientific material, either on its own or with others.
 - c) Service and maintenance of the webpage www.mitophysiology.org and/or other electronic media.
 - d) To provide a suitable forum for the discussion of problems relating to mitochondrial function and dysfunction.
- (3) The required financial means shall be raised by:
 - a) Membership fees

- b) Grant applications
 - c) Income from *MiPsociety* events
 - d) Sponsoring
 - e) Donations and monetary contributions
 - f) Advertising revenues
- (4) The financial means of the *MiPsociety* are solely dedicated to the purposes listed in the by-laws. The revenues cannot be distributed among members, associates or others who are in power within the *MiPsociety*

§ 4: Categories of Membership

- (1) The individual categories of membership are ordinary and extraordinary.
- (2) Ordinary members shall be scientists/researchers; extraordinary may be of “amateur capacity” or a legal entity. Only ordinary members have the right to vote.

§ 5: Membership Application

- (1) Membership of the *MiPsociety* is open to all persons interested in or concerned with mitochondrial physiology, whether in a professional way (from academia or industry) or amateur capacity. They shall be eligible for admission to membership of the *MiPsociety* and registration as members.
- (2) The executive committee decides about the eligibility of admission and registration of membership of ordinary and extraordinary members. Membership can be rejected without giving any reason.
- (3) There shall be no limit to the number of persons whom the executive committee may admit as members.
- (4) Applications for ordinary membership of the *MiPsociety* shall normally be supported by a member of the *MiPsociety*.
- (5) If a membership application is properly completed, the membership shall take effect as soon as recorded. If the application is defective in any way or if the member of staff handling the application doubts the eligibility of the applicant, the application shall be referred to the chair who will determine eligibility.
- (6) Members shall pay an annual subscription determined by the executive committee and confirmed in a general assembly with a single majority of votes.
- (7) The subscription is payable in advance and becomes due with the acceptance of the application and thereafter before the commencement of the anniversary of election to membership.
- (8) No member shall be admitted to any of the privileges of the *MiPsociety* until after payment of the first annual subscription. As such payment will entitle a member to all

the privileges of the *MiPsociety*, it shall be regarded as a declaration of consent to the by-laws of the *MiPsociety*. Invited speakers who are non-members may attend a *MiPfunction* without paying membership fee, at the discretion of the executive committee.

- (9) The executive committee or its appointees shall have the power to reduce the subscription paid by ordinary members (including student members) with regard to the financial circumstances of individual members.
- (10) A member of the *MiPsociety* shall either sign a written consent to become a member or sign the register of members on becoming a member. A duly authorized signatory may sign the same.
- (11) Until legalization of the *MiPsociety* acceptance of ordinary and extraordinary membership is decided by the executive committee. Membership shall take effect after establishment of the *MiPsociety*.
- (12) Membership shall be granted to participants of a *MiPconference* or other *MiPevents* (e.g. workshop, Summer School) to become a member of the *MiPsociety* for the current year.
- (13) Organization of a *MiPevent* requires *MiPmembership*.
- (14) Membership of the *MiPsociety* is not transferable.

§ 6: Retirement of Membership

- (1) A member will cease to be a member: upon his/her death, for legal entities upon loss of their entity, if he/she becomes of unsound mind, or is convicted of any indictable offence for which he/she is sentenced to a term of imprisonment, if he/she resigns or if he/she is removed from the membership.
- (2) The member has to give written notice of the retirement of the membership to the executive committee. The retirement becomes effective beginning of the following month.
- (3) The executive committee can suspend a member if any subscription or membership fee due to the *MiPsociety* remains outstanding for longer than six month after two written requests and giving an appropriate respite for payment. The duty to pay the outstanding fees remains.
- (4) A member can be removed from the membership in accordance with any provision of the by-laws or as a result of neglecting his/her membership duties or because of dishonourable attitude.
- (5) Deprivation of membership can take place if, in the opinion of the executive committee, the interests of the *MiPsociety* require that the membership is terminated. The resolution of the executive committee to terminate membership shall be referred to the members in a general assembly for approval. The approval of the relevant

resolution of the executive committee shall require to be given by not less than two thirds of the members present.

At such meeting the member in question, or the appointed representative thereof, shall be given the opportunity to speak on his/her own behalf (or, in the case of an appointed representative, on behalf of the member he represents) but shall not be entitled to a vote on any resolution in connection with personal matters.

- (6) No member is entitled to any refund of subscription of membership fee on his/her ceasing to be a member for any reason.

§ 7: Rights and Duties of Members

- (1) Members have the right to participate in all events of the *MiPsociety* and to use the facilities of the *MiPsociety*. The right to vote in a general assembly and the active and passive right to vote is restricted to ordinary members.
- (2) Each member has the right to obtain a copy of the by-laws from the executive committee, as a link to www.mitophysiology.org.
- (3) 10% of all members are required to successfully petition the executive committee for an extraordinary general assembly.
- (4) The members must be informed about the activities of the *MiPsociety* and financial matters in each general assembly. The executive committee must distribute such a report within four weeks of receiving a request (with good reasons) from 10% of the members.
- (5) Members must be informed about the reviewed balance of accounts. If this presentation takes place in a general assembly the auditors shall be involved (§ 15).
- (6) Members are obliged to foster the interests of the *MiPsociety* and not to act in any way harming the reputation and the purpose of the *MiPsociety*. They have to obey the by-laws and the resolutions of the *MiPsociety* committees. Ordinary and extraordinary members must pay the membership fee set by the general assembly on time.

§ 8: Working Groups

The standing working groups are the General Assembly (§ 9 und §10), the Executive Committee (§§ 11 to 13), the Scientific Advisory Board (§ 14) Financial Auditors (§ 15), the Arbitral Tribunal (§ 16).

§ 9: General Assembly

- (1) The general assembly is the meeting of the members of the *MiPsociety* concerning governing organisational affairs (“Vereinsgesetz 2002”). Ordinary general assemblies are usually organized as an explicitly announced part in the programme of a *MiPconference* or other scientific *MiPevent*, at least every fifth year.

- (2) An extraordinary general assembly can be called
 - a) on a vote of the executive committee or an ordinary general assembly
 - b) on a written petition of at least 10% of the members
 - c) by request of the auditor/auditors
 - d) by request of a legally authorized trustee within 12 weeks of request.
- (3) Members must be informed about an ordinary or extraordinary general assembly at least two weeks in advance by written notification, fax or e-mail (sent to the notified e-mail address or fax number). The agenda of items must be declared in the announcement. The general assembly must be announced by the executive committee (§1 and §2 a-b), by the auditor/s (§2 c) or by a legally authorized trustee (§2 d).
- (4) Proposals for the general assembly have to be submitted to the executive committee at least 2 weeks before the meeting in written form, by fax or e-mail.
- (5) Legal decisions – except a call for an extraordinary general assembly – can only be made in relation to announced agenda of items.
- (6) All members can participate in the general assembly. The right to vote is restricted to ordinary members. Each member has one vote. Legal entities are represented by one authorized representative. Enfranchisement to another member is possible by a written procuration.
- (7) The general assembly has a quorum independent of the number of participants.
- (8) A single majority of valid votes cast is necessary to make a decision. Resolutions changing the by-laws of the *MiP society* or the liquidation of the *MiP society* need an absolute majority of votes cast. E-mail voting is possible; votes have to be sent at least 4 days before the general assembly takes place to all members of the executive committee.
- (9) The chairperson presides over the general assembly. If the chairperson is prevented for any reason, the co-chairperson presides. If both are prevented, the eldest member of the executive committee takes the chair.

§ 10: Duties and Responsibilities of the General Assembly

The general assembly has the following duties and responsibilities:

- (1) Passing resolutions on the agenda.
- (2) Acceptance of reports and accounts involving the Auditors (§ 15).
- (3) Election and deposition of members of the executive committee (§11) and the auditors.
- (4) Approval of legal transaction between the *MiP society* and the auditors.

- (5) Discharge of the executive committee.
- (6) Decision about the membership fee for ordinary and extraordinary members.
- (7) Decision about changing the by-laws and the liquidation of the *MiPsociety* by choice.
- (8) Debating and deciding on the items of the agenda.

§ 11: Executive Committee

- (1) The executive committee has seven regular members (one chair, one co-chair and 5 board members). The co-chair takes over if the chair is not able to fulfil his/her tasks. Additional ad hoc members can be elected. New members of the executive committee will be elected by the members at a general assembly by a simple majority of votes.
- (2) The chair of the executive committee should be elected at least every **second** year.
- (3) Treasurer: One member of the executive committee should be appointed as the treasurer, who is responsible for monitoring finances, as decided by the executive committee and provides financial reports to the executive committee. Routine payment of bills is handled at the *MiPsociety* home office.
- (4) The executive committee is elected by the general assembly. The executive committee has the right to co-opt a new eligible member in case of resignation of one member. Thereafter, approval of the new member must be obtained at the next General assembly. If the executive committee does not co-opt a new member and is therefore not able to fulfil its duties in general or for an unpredictable long time, each auditor has the duty to call for an extraordinary general assembly in order to elect a new executive committee. If the auditors are not capable of acting, each member, recognizing the need to act, has the right to ask for a legally authorized trustee at the responsible court. This trustee must call immediately for an extraordinary general assembly.
- (5) The chair has to announce meetings of the executive committee by written notification or by e-mail. In case of his/her incapability, his/her co-chair has to call for the executive committee meeting. Meetings are usually organized during a *MiPevent*. Is the chair not capable for an unpredictable period of time, each member of the executive committee has the right to call for a meeting of the executive committee. In addition, the executive committee has the right to make decisions by e-mail voting.
- (6) The executive committee is quorate if all members have been invited and at least 50 % are present or if at least 50 % have voted on the items on the agenda in written form (including e-mail) or by phone.
- (7) The executive committee makes its decisions by a simple majority; in case of a tie the vote of the chair decides.
- (8) The chair presides over an executive committee meeting, if the chair is prevented for any reason the co-chairperson presides. If both are prevented, the eldest member of the

executive committee takes the chair or a member elected by a simple majority by the other members of the executive committee.

- (9) In addition to death or completion of the term of office (§2 and §3), deposition (§11) and retirement (§12) shall also end the term of office of a member of the executive committee.
- (10) The general assembly has the right to depose the executive committee or members of the executive committee at any time. The deposition becomes effective with the appointment of the new executive committee or the election of a new member to the executive committee.
- (11) Members of the executive committee can announce their resignation at any time. The executive committee must be informed about the resignation of a member; in case of the resignation of the whole executive committee the general assembly must be informed by written notification. The resignation becomes effective with the election or co-option (§5) of a new member.

§ 12: Duties of the Executive Committee

The executive committee is in charge of the *MiPsociety*. It is the management body concerning to the laws for societies ("Vereinsgesetzes 2002"). The executive committee has to fulfil all duties, which are not delegated - with regard to the by-laws - to another working group. The executive committee is in particular responsible for:

- (1) Establish the general governance structure for the *MiPsociety*.
- (2) Recruitment and nomination of the chair and the co-chair.
- (3) Define terms of reference for its working groups: Terms of reference shall include a general description of the scope of the working groups, its activities, any criteria for selection of members.
- (4) The number, titles and topics of the areas of scientific interest are determined by the executive committee.
- (5) Establishment of an adequate bookkeeping system that documents the running expenses, current receipts and a list of assets as minimum requirements.
- (6) Strategic and financial planning
 - a) Approval of the annual budget and longer term financial plans.
 - b) Approval of any change in agreed expenditure/activity that would materially affect the financial forecast
 1. Approval of applications for leases and loans.
 2. Approval of appointment of bankers.
 3. Preparation of the annual estimate, the annual report and the annual accounts.
 4. Administration of the assets of the *MiPsociety*.
- (7) Monitoring and controlling

- a) Receive minutes of all executive committee meetings.
After approval by the chair the minutes of meetings shall be circulated to all members of the executive committee and working groups as appropriate.
 - b) Receive regular financial reports, monitor progress against objectives, evaluate and agree any significant changes to activities and objectives.
 - c) Receive reports of all sub-committee meetings.
- (8) Determination of policy/by-laws.
 - (9) Agree on an agenda of items for discussion at meetings, calling for a general assembly with regard to §1 and §2 a-b of these by-laws.
 - (10) Reporting to the members about the activities of the *MiPsociety*, financial conduct and the approved annual accounts.
 - (11) Confirmation of membership application and deposition of membership of ordinary and extraordinary members
 - (12) Recruitment and suspension of staff of the *MiPsociety*.
 - (13) Approval of annual pay awards for all staff.
 - (14) Approve representation on external bodies and organizations as necessary.
 - (15) Where appropriate, the executive committee should obtain outside legal or independent professional advice and such advisors may attend meetings as necessary.

§ 13: Special Duties of Members of the Executive Committee

- (1) The chair is responsible for the active business of the *MiPsociety*.
- (2) The chair represents the *MiPsociety* externally. All written notification has to be signed by the chair or by an authorized representative to become valid. Legal transactions between members of the executive committee and the *MiPsociety* require the approval of all members of the executive committee.
- (3) The legal authorization to represent the *MiPsociety* externally or to sign for the *MiPsociety* can only be permitted by the members of the executive committee, listed in paragraph two.
- (4) In case of imminent danger the chair has the right to act independently and to make arrangements, which are normally in the responsibility of the general assembly or the executive committee. These arrangements need to be approved subsequently by the responsible working group.
- (5) The chair presides over the general assembly and the executive committee.
- (6) The secretary to the board takes minutes during the general assembly and an executive committee meeting.

- (7) The treasurer is responsible for the proper financial conduct of the *MiPsociety*.
- (8) In the case that the chair, the secretary or the treasurer is prevented from performing his/her duties, each may be represented by a deputy.

§ 15: Auditors

- (1) Two auditors are elected by the general assembly and serve for a term of two years. A re-election is possible. The auditors are not allowed to be members of any other working group – except the general assembly – the activity of which they have to control.
- (2) The Auditors control the financial conduct of the *MiPsociety* with regard to a proper accounting and the appropriate application of funds. The Executive Committee must provide all necessary and required documents/information to the auditors. The auditors have to report their result to the Executive Committee.
- (3) The general assembly must approve legal transactions between the *MiPsociety* and the auditors.

§ 16: Arbitral tribunal

- (1) The arbitral tribunal is convened to resolve all disputes arising in the *MiPsociety*. It is an “Arbitration Committee“ in terms of the laws for societies (Vereinsgesetz 2002) and not an “Arbitral Court” in terms of §§ 577 ff ZPO.
- (2) The arbitral tribunal consists of three adjudicators who shall be ordinary members. Each party can nominate one arbitrator in written form to the executive committee within seven days. The two designated members of the arbitral tribunal have to be informed within seven days by the executive committee. The two nominated arbitrators have to nominate a third member as chair for the arbitral tribunal within 14 days after they received the written notification. If they cannot agree on one member, the third member shall be drawn by lot between the two proposed candidates. Arbitrators shall not be members of any of the working groups whose activity is the matter of the dispute.
- (3) The decision of the tribunal is made by a simple majority of votes after hearing both parties; all members of the tribunal have to be present. The decision of the arbitral court is an internal final judgment.

§ 17: Liquidation of the *MiPsociety* by Choice

- (1) The voluntary liquidation of the *MiPsociety* can only be decided in a general assembly and by a two-third majority of submitted valid votes.

- (2) The extraordinary general assembly must decide about the dissolution of the *MiPsociety* funds, if any exists. An executor has to be named. A decision must be made as to whom or to what entity the funds should be dispersed, after covering all liabilities.
- (3) The recent executive committee must provide written notification to the responsible authority about the liquidation of the *MiPsociety* within four weeks after the liquidation. The liquidation of the *MiPsociety* has to be proclaimed in an official register by the executive committee.

§ 18: Assignment of the *MiPsociety* Capital in Case of Liquidation of the *MiPsociety* or Omission of the Tax-privileged Status

- (1) In case of the liquidation of the *MiPsociety* or omission of the tax-privileged status the *MiPsociety* assets, after payment of all liabilities, residual funds must be transferred to a non-profit organization with a scientific purpose. The money should be donated to a society with the same or a similar purpose as the *MiPsociety*. In any case the remaining money - after liquidation of the *MiPsociety* or omission of the tax-privileged status - has to be donated to purposes having the status of tax-deductible contributions in terms of § 4a Z. 1 lit. d und e EStG 1988.