

INCORPORATION OF THE INTERNATIONAL SOCIETY FOR BIOCURATION SWISS NON PROFIT ASSOCIATION

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PART I: NAME, REGISTERED OFFICE AND OBJECTS OF THE SOCIETY

Article 1 – Name and status

The ‘International Society for Biocuration’ (ISB) is a non profit association set up and governed by these articles of incorporation and by article 60 *et seq.* of the Swiss Civil Code.

Article 2 – Registered office

Its registered office shall be in Geneva, Switzerland, 1 rue Michel Servet.

Article 3 – Objects

The objects of the Society are as follows:

- a) Define the work of biocurators for the scientific community and the public funding agencies;
- b) Propose a discussion forum for interested biocurators, developers, scientists and students.
- c) Organize a regular meeting where biocurators will be able to present their work and discuss their projects.
- d) Lobby to obtain increased and stable funding for biocuration resources that are essential to research;
- e) Build a relationship with publishers and establish a link between researchers and databases through journal publishers
- f) Organize a regular workshop where new biocurators, or interested students can be trained in the use of the common tools needed for their work.
- g) Provide documentation on the use of common database and bioinformatics tools.
- h) Provide ‘Gold Standards’ for databases, such as the use of unique, traceable identifiers, use of shared tools, etc.;
- i) Share documentation on standards and annotation procedures with the aim of developing Standard Operating Procedures (SOPs).
- j) Foster connections with user communities to ensure that databases and accompanying tools meet specific user needs;
- k) Maintain a biocurator job market forum.
- l) Perform all the tasks necessary to realize the above mentioned objects under letters a) to k), including the possible recruitment of personnel on contract of employment.

PART II: ORGANIZATION

Article 4 – General Meeting

4.1: Composition

The General Meeting shall consist of all the members of the society including the founding members.

4.2: Competencies

The General Meeting is the supreme authority of the Society.

It has the inalienable power to elect, control the activity and dismiss members of the management (hereinafter the Executive Committee) as well as deciding on the admission or exclusion of members of the Society.

In general, it is competent to adopt any resolution which is not the province of another body of the Society.

4.3: Resolutions

All resolutions of the General Meeting shall be adopted by a majority of the votes cast.

Each member is entitled to one vote at the General Meeting.

Every member may ask to be represented by another member during a vote if they cannot be present at a General Meeting. Voting proxies will be given to the secretary of the Executive Committee for validation. Voting sessions shall be organized in accordance with the *Guidelines of the Executive Committee*.

4.4: Invalidation of resolutions

Resolutions adopted by the General Meeting in violation of these present articles of incorporation or of the essential provisions of the law may be challenged in the month following the day when the violation has been detected.

4.5: Convening

The General Meeting may be convened at all times.

- by the majority of the Executive Committee, or
- at the request of at least a fifth of the members of the Society.

The General Meeting may only take place at least 20 days after the dispatch of the notice to members convening the meeting.

4.6: Electronic convening of the General Meeting

The General Meeting may be held remotely by the use of electronic forms (Internet conferencing or teleconferencing) provided this is agreed to by the party requesting the meeting or by the Executive Committee.

In this case notice of the meeting should be given at least 10 days before the date provided for the meeting.

4.7: Procedure

Minutes of each General Meeting shall be drawn up by a secretary.

The minutes will mention the date, place and time of the opening of the General Meeting and the list of attendees, as well as a summary of each item put to the vote and the result of this.

The minutes must be approved by all the members of the Executive Committee.

Article 5 – Executive Committee

5.1: Composition

The Executive Committee (hereinafter the Committee) is the management body of the Society.

It shall be composed of 9 members. Each member of the Executive Committee exercises a simple mandate and no member will receive any remuneration for their service on the Committee.

The Chairman of the Executive Committee (hereinafter referred to as “the Chairman”) shall be appointed by a vote of the Executive Committee.

5.2: Election and dismissal

Members of the Committee shall be elected for a period of 2 years. This mandate may then be renewed year by year for as long as the member is still a candidate.

Members of the Executive Committee shall be elected by the General Meeting after a call for candidacies (open to all members), and upon acceptance of the candidates by the Nominating Committee. Election shall be by the majority of votes cast.

Only the General Meeting is competent to pronounce on the dismissal of a member of the Committee. The resolution shall be adopted by a majority of the votes cast.

Members of the Executive Committee may resign from their mandate at any time. In such a case they may propose a replacement who must be agreed by the majority of the votes cast by the General Meeting.

If for any reason the replacement of a member of the Executive Committee is not proposed or is not agreed to by the General Meeting, the Chairman of the Executive Committee shall undertake the duties in the interim.

5.3: Competencies

The Executive Committee is responsible for the management of the Society and its representation in dealings with third parties within the limits of its competencies.

Its competencies particularly include:

- Resources and sponsoring
- Entering into certain type of contracts such as hiring contracts, order forms in the names of the Society, payment orders, etc.
- Keeping the accounts, that is to say a book of receipts and expenses, as well as the financial situation of the Society.
- By delegation from the General Meeting, the control of the finances of the Society.
- To ensure the achievement of the objects described in article 3, through the setting up of the appropriate working groups.
- To prepare recommendations for the organization of votes.
- To prepare recommendations for setting up of a Nominating Committee which will be responsible for receiving and accepting or rejecting candidacies for election to the Executive Committee, for proposing candidates and for preparing the final list of candidates. These recommendations will be proposed at the first General Meeting for approval. They should ensure that the Executive Committee is adequately representative of the various fields covered by the Society.

5.4: Resolutions

The resolutions of the Committee shall be adopted by the majority of the votes cast by its members, each of them being entitled to one vote.

Resolutions may be invalidated by any member of the Committee and/or of the Society when they do not conform to these articles of incorporation or the law, in the month following the day when they become aware of the defective resolution.

5.5: Convening

The Committee shall meet regularly, at least once a year. The Committee may decide to meet remotely by the use of electronic forms (Internet conferencing or teleconferencing).

Article 6 – Nominating committee

6.1: Composition

The Nominating Committee is an *ad hoc* body composed of 5 members elected by the General Meeting following the recommendations of the Executive Committee. Its mandate is restricted to the 6 months preceding a renewal of the Executive Committee.

6.2: Competencies

By delegation from the General Meeting, the Nominating Committee rules on the candidacies for members of the Executive Committee and proposes the final list of candidates.

6.3: Resolutions

The resolutions of the Nominating Committee shall be adopted by the majority of the votes cast by its members, each of them being entitled to one vote.

Article 7 – Membership

7.1: Admission

Any natural person willing to subscribe to the association may be admitted provided he or she complies with all of the following.

- He or she has paid the subscription fee as indicated in article 7.2 below;
- He or she has read and understood the present articles of incorporation ;
- His or her character and values are not at odds with the objects described in article 3 above.

7.2: Fees

Fees are due once a year and their amount shall be defined by the Executive Committee.

7.3: Exclusion

The General Meeting may at any time decide on the exclusion of a member with immediate effect when the said member does not – or no longer – fulfill(s) the conditions described in article 7.1 above.

The Executive Committee is also competent to resolve on such an exclusion, but by the unanimous vote of all its members.

PART III: FINANCING OF THE SOCIETY

Article 8 – Fees

The association is financed by the fees paid by its members.

Article 9 – Other funding sources

The association may also raise funds from donations or be remunerated for the services it provides.

PART IV: DISSOLUTION

Article 10 – Grounds for dissolution

The Society may itself pronounce its dissolution at any time in the following cases:

- The number of members is not sufficient and does not reach the number of members of the Executive Committee as defined in article 5.1.
- It is insolvent
- If the objects of the association cannot be achieved or are no longer deemed valid.

The dissolution of the Society shall be resolved upon by the General Meeting by the majority of votes cast.

PART V: AMENDMENTS

Article 11 – Amendment to the articles of incorporation

Any amendment to these articles of incorporation shall be put to the vote of the General Meeting and adopted by the majority of votes cast.