

Charter and rules for the International Society for HDX-MS

A non-profit society based on Danish Law for non-profit societies

§ 1. Name and registered office:

Part 2. The name of the organization is International Society for HDX-MS. Established on May 1st, 2018 and functions as a non-profit organization.

Part 3. The society is currently registered in Denmark as a non-profit organization.

§ 2. Aims of the society

The overarching aim of the non-profit society is to support the IC-HDX conference by providing a responsible legal entity for organizing the conference. Like the IC-HDX, the organization seeks unite users of HDX-MS both from academia, industry and instrument vendor companies and support the HDX-MS scientific community in the sharing of both published and unpublished scientific research and best practices and engage and support community activities. We believe this to be critical to the continued development of HDX-MS field. As a central principle, the society functions with full transparency for all members and through democratic principles based on Danish Law for non-profit societies.

§ 3. Organization's performance:

The Board carries out the internal and external interests of the society, while ensuring that the performance of the society is justifiable and according to law. The Board shall ensure transparency concerning the budgeting and administration of the society according with the rules in force.

Part 2. The operations of the society are financed by a fixed membership fee from members of the society. Any surplus must be used to fulfill the purpose of the society.

§ 4. Terms of membership and exclusion

All members contribute jointly to the organization works in relation to the purpose.

The membership take place when the membership fee is paid. The board invites members and can exclude members if deemed absolute necessary for continuing the activities of the society.

In cases of exclusion, the excluded member has the right to make their case at the next general assembly and voted on. Resignation of membership take place by a written request to the Board with effect from the end of a financial year.

§ 5. Membership fee

The membership fee will be payed by each member as a part of the registration fee of the conference of the society and membership lasts until the next conference is held. The Board membership fee may change depending subject to negotiation with the members. Membership last for two years and is renewed upon registration for the IC-HDX conference (held every two years).

§ 6. Organization's Board:

The organization's supreme authority are the members of the Board.

§ 7. General assembly

The general assembly will be held every two years at the IC-HDX conference. To ensure continuation and consistency in the conference series, the Board will participate in the organization of each conference in the IC-HDX series together with the local host (also a board member)

Part 2. Each IC-HDX assembly will make use of a unified webpage and logo. Each IC-HDX assembly should have a workshop aside from the regular scientific program - and will be planned by the Board and driven in large part by contributions from members of the HDX-MS community.

Part 3. The workshop:

- 1) will aim to allow an open, casual and unimpeded discussion of current HDX-MS practice, instrumentation, software and technique.
- 2) will have chairs that are academics rather than from vendors or industry.
- 3) will be optional, but attendance will be encouraged by organisers especially for those new to the technique
- 4) will not show any undue favor or give undue precedence to any sponsor

Part 4. Members of the board will be elected/re-elected during the general assembly meeting at the IC-HDX conference. All members (i.e. attendees at the conference) can participate and vote at the general assembly. All members are notified of the general assembly and sent an agenda 2-4 weeks in advance.

Part 5. All members mentioned in Section 4 and those invited by the Board has access to the general assembly. Only members mentioned in section 4 is entitled to vote. Each member has one vote, and the general assembly makes its decisions by majority vote.

Part 6. The general assembly select a Chair and minute taker. The Chair govern the general assembly, in such a manner that all members of the organization have the right to be heard and make their impact/leverage valid. The minute taker takes the minutes of the meeting. The minutes is used as proof/documentation on decisions made, and whom has been elected to the board.

Part 7. General assembly agenda must contain:

- 1) Selection of a Chair and minute taker
- 2) Present the report of the Board
- 3) Present the financial report of the Society

- 4) Election/re-election of board members including chair, vice-chair and two full members as well as two optional "supporting members"
- 5) Submitted proposals
- 6) Confirming the membership fee
- 7) The minutes is signed by the Chair and minute taker.

Part 8. An Extraordinary general assembly will be held only if particular decisions are to be taken that only the General Assembly may enact and which cannot wait for the next general assembly. The deadline for the extraordinary general assembly is 2-4 weeks and can be held online.

§ 8. The Board's composition

The board of the Society consists of a Chair, Vice-chair and two additional members. Furthermore, the board can have up to two Supporting members. To ensure continuity, the tenure of the chair and vice-chair are a total of four years with those of the normal members and supporting members only two years. Members of the board will be elected/re-elected during the general assembly meeting at the IC-HDX conference. The board forms the Organizing Committee of the associated IC-HDX conference. The local host(s) of the IC-HDX must be also be members of the board. The Society is international, but as a legal entity it is based in Denmark and subject to Danish law for non-profit societies.

The composition of the founding board of the Society is Kasper Rand (Chair), Tineke Papavoine (Vice-chair), David Schriemer, John Burke, Glenn Mason (supporting member), Rebecca Rae (supporting member). The founding board will all stand for re-election at the first general assembly.

§ 9. The Board's tasks and duties

The Chairman of the Board shall ensure that the Board meets when necessary. Any member of the board can call the board to be convened.

Part 2. Every member of the Board has the right to be present and speak at the board meetings. Minutes from the meeting must be signed by all present Board members and will be sent to all members. The Board members who do not agree with the Board's decision have the right to have their opinion noted down in the minutes.

Part 3. The Board can meet as often as a member of the Board requests. The meetings are convened by the chair who also is the Chair at the meetings. The Board is competent to transact business when at least half of its members are present at the meeting. All decisions are made by majority vote. Each member of the Board has one vote. In case of a tie, the Chair shall decide the matter. The vice-chair shall be chaired when the chair is absent. The Board adopts its own rules of procedure.

§ 10 Organization's accounts and society finances

The board manages the account of the society through a state-authorized (chartered) accountant in Denmark. The organization's accounts follow the calendar year. No later than 2

months after the end of the financial year, the treasurer submits the draft of the annual budget to the board for review.

All financial transactions of the society will occur through a single account managed at a bank in Denmark. All financial transactions concerning the conference organisation of the IC-HDX will occur through different accounts managed by the local host(s). Cost for administrative activities of the society should be managed by the board through the society account. To support the administrative activities of the local host of the IC-HDX in connection with organizing the conference, the society should transfer an amount (currently 3000 EUR) to the local host from the society account. These regular administrative costs of the society have to be clearly indicated in the budget presented at the general assembly and can, if necessary, be adjusted by the board and should be equally reduced if funds are unavailable on the society account. The society account must be managed according to good accounting practice and according with the rules of Danish Law. At each general assembly, the Chair will present an updated budget of the society finances, based on input from the local host of the IC-HDX. The updated budget must be approved at the general assembly.

Part 2. Additional funding for the society (apart from membership) can be obtained through sponsorship and grants from pertinent scientific organizations.

Part 3. The primary priority of the funds of the Society is to support the organization of the IC-HDX. If a surplus of funds is obtained after a conference, this surplus will be transferred to the society account by the local hosts and withheld by the Board and be made available to the local hosts of the following IC-HDX.

§ 12. Authority to sign documents

The Chair has the authority to sign for contracts, agreements, deposits and payments, setup of bank account, debit card and other payment systems.

§ 13. Modification of charter

Approval of charter amendments takes place with 2/3 of the casted votes.

§ 14. Termination of the organization

The termination of the society takes place with 2/3 of the casted votes.