

International Cell Senescence Association

CONSTITUTION

Article 1. Name, Object and Legal Address

- 1.1 The Association is named for all intents and purposes, “International Cell Senescence Association” (ICSA).
- 1.2 The object of the Association is to promote interdisciplinary knowledge, research, communication and collaboration in the field of cell senescence. To this end, the Association shall:
 - a) promote and encourage the exchange of information and collaboration between scientists involved in basic and clinical research on cell senescence and its associated disorders and symptoms.
 - b) arrange, participate in arranging or promote scientific meetings on this topic.
 - c) promote cooperation with other organisations dealing with this and related topics such as ageing and cancer.
- 1.3 The principal office of the Association shall be situated in England and Wales. Subsidiary offices may be designated by the Association on proposal of the Steering Committee and notification in writing to all members.

Article 2. Membership

- 2.1 The Association shall consist of Full Members, Honorary Members, Associated Members ('Friends of ICSA') and other categories of membership as approved by the General Assembly.
- 2.2 Scientific investigators with interests within the field of cell senescence shall be eligible to be elected to membership of the Association.
- 2.3 When annual dues are in force, eligible members shall be elected automatically on payment of the current annual subscription, otherwise they shall be elected upon application, subject to Article 2.7.
- 2.4 The existence and size of membership dues shall be determined by the Steering Committee and confirmed by the General Assembly subject to the provisions of Article 5. Annual dues when in force shall be payable on the date of membership renewal.
- 2.5 When annual dues are in force, members in arrears of payment by more than 12 months shall be deemed to have resigned, shall not have the rights of Full Members but shall become Friends of ICSA. They may be reinstated on payment of their dues. Full members in good standing shall have the right to vote and to hold office.

- 2.6 Distinguished scientists who have contributed to advances of knowledge in the fields covered by the Association may be elected Honorary Members on nomination by the Steering Committee and announced at a General Assembly of the Association. They shall not pay subscriptions.
- 2.7 The Association reserves the right to refuse admission or to terminate membership of anyone whose conduct is in breach of Article 1 or for other good cause such as scientific misconduct.

Article 3. Steering Committee and Officers

- 3.1 The Steering Committee of the Association shall consist of a minimum of 5 elected members and 1 representative of the yICSA group with the organisers of the next ICOSA conferences as ex officio members and the immediate Past President as an ex officio non voting member. Gender balance among committee members shall be a goal although this will depend on nominations received. In order to increase its geographic and scientific representativity, the Steering Committee shall appoint between 1 and 3 other members at their discretion.
- 3.2 The Steering Committee shall be elected by the Association members and formally approved by the General Assembly of the Association. Members of the Steering Committee shall normally be elected for 4 years and shall normally be eligible for re-election for 1 period of 4 years only, except under Article 3.5. The Secretary of the Association will seek nominations of willing candidates from among the full members of the Association, for both Steering Committee membership and Officer posts. These nominations will be in writing, and supported and signed by 3 other members.
- 3.3 The Steering Committee will endeavour to ensure continuity and transmission of experience by arranging for its members to resign asynchronously from year to year.
- 3.4 The Officers of the Association are Honorary Officers. They shall include a President, a Vice-President, a Secretary, a Treasurer and a Web Manager. Secretary, Treasurer and Web Manager shall be appointed indefinitely by the Steering Committee as non-voting members, and any two of the posts may be combined. Their memberships and conference participations shall be covered by the Association.
- 3.5 The President shall not be eligible for re-election to an officer post. The immediate past President shall be an ex-officio member of the Steering Committee for 4 years. He or she shall then not be eligible to be a member of the Committee for the subsequent 4 years. The yICSA group shall appoint 1 representative to join the Steering Committee, at their discretion.
- 3.6 In the event of a vacancy or inability of a Steering Committee member to serve his or her full term, the Steering Committee may appoint a candidate to the vacant office for the unexpired portion of the term.

- 3.7 The Steering Committee will, if possible, meet once a year and in any case on the occasion of the scientific meetings of the Association. The President of the Association shall be the Chair of the Steering Committee, at which 5 members shall constitute a quorum.
- 3.8 The Steering Committee shall be authorised:
- a) To arrange scientific meetings in any country of the world
 - b) To publish or enter agreements to publish journals or other publications by a two-thirds majority vote of the Steering Committee and subject to approval by the General Assembly.
 - c) To bestow suitable awards or honours to scientists regardless of membership of the Association who, in the judgement of the Steering Committee or of an Awards Committee constituted by the Steering Committee, have made substantial and distinguished contributions to the field of Cell Senescence.
- 3.9 Any action that may be taken by the Steering Committee at a meeting may be taken without a meeting if consent in writing, stating the action to be taken, shall be agreed by a majority of the Steering Committee members.
- 3.10 The Steering Committee shall be authorised to nominate Committees for special purposes within the general programme of the Association. The Steering Committee may also co-opt members for particular purposes.

Article 4. General Assembly

- 4.1 The General Assembly shall normally be called by the President on the occasion of the Annual Scientific Meetings. Notification of the Scientific Meeting shall constitute an invitation to Members to attend the General Assembly.
- 4.2 The Agenda of the General Assembly shall include:
- a) Reports from the Secretary and Treasurer and optionally other officers (President, Web Manager).
 - b) Approval of Officers following their election or appointment
 - c) Approval of other Steering Committee members following their election or appointment
 - d) Optionally reports from Lead Organisers of current and subsequent ICSA conferences.

Article 5. Financial affairs

- 5.1 The existence and level or levels of any annual subscription to the Association shall be determined by the Steering Committee.

- 5.2 The funds of the Association shall be under the control of the Steering Committee, who shall have the power to expend the funds as they think fit to promote the objectives of the Association. The financial affairs of the Association shall be conducted on the basis of the year from 1 July to 30 June to enable annual reporting at the conferences (normally held in the summer after 1 July).
- 5.3 The Treasurer shall submit an Annual Financial Report to the Steering Committee.
- 5.4 An internal auditor of the accounts may be appointed by the Steering Committee.

Article 6. Indemnification

- 6.1 The Association may indemnify and reimburse any person who, at any time, serves or shall have served as a Steering Committee member or officer against and for any and all claims and liabilities to which he/she may be or become subject by reason of such service against and for any and all expenses necessarily incurred in connection with the defence or reasonable settlement of any legal or administrative proceedings to which he/she is made a party by reason of such service, except in relation to matters as to which he/she shall be finally adjudged to be liable for misconduct in the performance of his/her official duties.

Article 7. Dissolution

- 7.1 The Association is not organised for profit, and no part of the net earnings of the Association shall be used to the benefit of any member except in the case of an award under article 3.8c. In the event of the dissolution of the Association or liquidation of the assets of the Association, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the Association's property or the proceeds thereof, and the balance of all money, assets, and other property of the Association, after the payment of all debts and obligations, shall be transferred to other organisation or organisations organised and operated exclusively for scientific, social and cultural purposes.

Article 8. Amendments

- 8.1 Proposed amendments to the Constitution may be acted upon at the General Assembly of the Association provided that each proposal is endorsed in writing by at least 3 members and placed in the hands of the President not less than 3 months before the meeting.
- 8.2 Amendments should be circulated to the members at least 1 month before the Assembly. The adoption of the amendment of the Constitution shall be by the majority of the General Assembly.

Article 9. Regulations

9.1 There may be subsidiary rules, to be known as the Regulations, for the good administration of the Association. Such rules, which shall not conflict with the Constitution, shall be determined by the Steering Committee from time to time.

Article 10. Settlement of controversies

9.1 Any controversy concerning the administration of the Association which may arise within the Association shall be arbitrated by the Steering Committee.

Article 11. Reference to laws in force

11.1 This Constitution shall be governed by and construed under English law. Any external legal dispute concerning this Association shall be settled under English law. The language to be used in any such dispute and settlement shall be English.